

董事同寅謹將截至二零零一年六月三十日止年度之董事報告書及經審核財務賬項呈覽。

主要業務

本公司乃一間投資控股公司，其主要附屬公司之業務為物業投資及發展。

主要附屬公司之主要業務載於財務賬項附註第40項內。

主要客戶及供應商

於本年度內，本集團首五大客戶合共佔本集團總營業額為少於30%；而本集團首五大供應商則合共佔本集團之採購總值少於30%。

業績及分配

本集團截至二零零一年六月三十日止年度之業績載於第24頁綜合收益表內。

本公司於本年度內已向股東派發中期股息分派每股港幣2仙，董事現建議派發末期股息分派每股港幣2仙予二零零一年十二月二十一日名列股東名冊之股東，使本年度之股息分派總額合共為每股港幣4仙。

財務摘要

本集團過去五個財政年度之業績及資產與負債摘要，載於第68及69頁。

股本

本公司已發行股本及優先認股權之變動詳情分別載於財務賬項附註第25及第26項內。

儲備

本集團及本公司於本年度內儲備之變動載於財務賬項附註第27項內。

The Directors have pleasure in presenting their report and the audited financial statements for the year ended 30th June, 2001.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The activities of its principal subsidiaries are property investment and development.

The principal activities of the principal subsidiaries are set out in note 40 to the financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the percentage of the turnover attributable to the Group's five largest customers in aggregate was less than 30% of the total turnover of the Group and the percentage of purchases attributable to the Group's five largest suppliers in aggregate was less than 30% of the total purchases of the Group.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 30th June, 2001 are set out in the consolidated income statement on page 24.

An interim distribution of 2 Hong Kong cents per share was paid to the shareholders of the Company during the year. The Directors now recommend the payment of a final distribution of 2 Hong Kong cents per share to the shareholders of the Company on the register of members on 21st December, 2001 which, in aggregate, gives total distributions for the year of 4 Hong Kong cents per share.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial years is set out on pages 68 and 69.

SHARE CAPITAL

Details of movements in the issued share capital and share options of the Company are set out in notes 25 and 26 to the financial statements, respectively.

RESERVES

Movements in the reserves of the Group and the Company during the year are set out in note 27 to the financial statements.

*Directors' Report (Continued)***物業、機器及設備及投資物業**

於二零零一年六月三十日，本集團按公開市場現時使用基準重估其投資物業，並無因重估而產生減值或盈餘。

本集團物業、機器及設備及投資物業之變動詳情分別載於財務賬項附註第13及第14項內。

本集團於二零零一年六月三十日所持有物業分析載於第70及71頁。

發展中物業

於本年度內，本集團由發展中物業所產生額外直接成本為約港幣43,737,000元。

本集團發展中物業之上述及其他變動詳情載於財務賬項附註第15項內。

附屬公司

本公司於二零零一年六月三十日之主要附屬公司詳情載於財務賬項附註第40項內。

購買、出售或贖回上市證券

於本年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

At 30th June, 2001, the Group revalued its investment properties on an open market, existing use basis. There was no surplus or deficit arising on revaluation.

Details of movements in property, plant and equipment and investment properties of the Group are set out in notes 13 and 14 to the financial statements, respectively.

An analysis of the properties held by the Group at 30th June, 2001 is set out on pages 70 and 71.

PROPERTIES UNDER DEVELOPMENT

During the year, the Group incurred additional direct costs attributable to properties under development amounting to approximately HK\$43,737,000.

Details of the above and other movements in properties under development of the Group are set out in note 15 to the financial statements.

SUBSIDIARIES

Details of the Company's principal subsidiaries at 30th June, 2001 are set out in note 40 to the financial statements.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

Directors' Report (Continued)

有關連之交易

於去年度內，本公司一間名為達力管理(北京)有限公司全資附屬公司，向本集團一間非全資附屬公司北京利暉房地產開發有限公司(「借款人」)提供美金12,750,000元之貸款，用作支付位於中華人民共和國(「中國」)之發展中物業費用。該貸款之利率為美金優惠利率，應於貸款日起計三年內償還，借款人可在貸款期屆滿前六個月預先通知，再延期三年。於本年度內，達力管理(北京)有限公司就該等貸款獲取利息收入港幣10,889,000元。

本公司獨立非執行董事認為上述交易屬本集團在日常業務中，按一般商務條款而進行，對本公司股東而言乃屬公平合理。

董事

於本年度內及截至本報告書日期止，本公司之董事如下：

執行董事：

蔡黎明先生(主席)
 彭傑文先生(行政總裁)
 陳永年先生
 陳俊望先生
 張志明先生
 李松齡先生
 林龍生先生(別名：傳義)
 (於二零零零年八月一日辭任)

獨立非執行董事：

莊劍青先生
 Sy Robin 先生

根據本公司之公司細則第99條，彭傑文先生、陳永年先生及陳俊望先生須輪席告退，惟彼等均願膺選連任。

除本公司根據公司細則第99條輪席告退另有規定外，所有獨立非執行董事之任期均根據服務合約為兩年。

CONNECTED TRANSACTION

Dynamic Management (Beijing) Limited, a subsidiary of the Company granted US\$12,750,000 in the prior years to a non-wholly owned subsidiary of the Company, Beijing Longfast Property Development Co., Ltd. (the "Borrower") for the purpose of financing the property under development in the People's Republic of China (the "PRC"). The loan bears interest at U.S. dollar prime rates and is repayable within three years from the date of advance which may be extended for a further three years by giving six months' notice in advance by the Borrower before the expiry of the term. During the year, interest income of HK\$10,889,000 was received by Dynamic Management (Beijing) Limited in respect of such loans.

In the opinion of the Independent Non-executive Directors of the Company, the above transaction was conducted in the ordinary and usual course of business of the Group, on normal commercial terms and fair and reasonable as far as the shareholders of the Company are concerned.

DIRECTORS

The Directors of the Company during the year and up to the date of this report were as follows:

Executive Directors:

Mr. Chua Domingo, *Chairman*
 Mr. Pang Kit Man, John, *Chief Executive Officer*
 Mr. Tanenglian Mariano Chua
 Mr. Tan Lucio Jr. Khao
 Mr. Cheung Chi Ming
 Mr. Lee Siong Ding
 Mr. Lam Lung Sang, Benson (*alias: Chuen Yee*)
 (resigned on 1st August, 2000)

Independent Non-executive Directors:

Mr. Chong Kim Chan, Kenneth
 Mr. Sy Robin

In accordance with Bye-Law 99 of the Company's Bye-Laws, Messrs. Pang Kit Man, John, Tanenglian Mariano Chua and Tan Lucio Jr. Khao will retire by rotation and, being eligible, will offer themselves for re-election.

All Independent Non-executive Directors have been appointed, subject to retirement by rotation in accordance with the Company's Bye-Law 99, for a term of two years in accordance with the service contracts.

Directors' Report (Continued)

董事之股份權益

於二零零一年六月三十日，根據香港證券(公開權益)條例(「公開權益條例」)第29條須存置之權益名冊所載，董事及彼等聯繫人士擁有本公司股份之權益如下：

蔡黎明先生 (附註)
 彭傑文先生
 陳永年先生
 陳俊望先生
 張志明先生
 李松齡先生
 莊劍青先生
 Sy Robin 先生

附註：蔡黎明先生之公司權益乃透過 Carnation Investments Inc. 及 Dynamic Development Corporation 而持有。

除上文所披露者外，董事及彼等聯繫人士於二零零一年六月三十日概無在本公司或其任何聯營公司(定義見公開權益條例)任何股份中擁有任何個人、家族、公司或其他權益。

董事購買股份或債券之權利

本公司採納一項優先認股權計劃(「認股計劃」)，使董事可授予本公司及其附屬公司之合資格員工(包括執行董事)認購本公司股份之優先認股權。認股計劃詳情載於財務賬項附註第26項內。

於本年度內，本公司董事概無就認股計劃獲授予優先認股權，及於二零零一年六月三十日並無尚未行使之認股權。

DIRECTORS' INTERESTS IN SHARES

As at 30th June, 2001, the interests of the Directors and their associates in the shares of the Company as recorded in the register required to be maintained under Section 29 of the Hong Kong Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance") were as follows:

	所持有之股份數目	
	Number of shares held	
	個人權益 Personal interests	公司權益 Corporate interests
Mr. Chua Domingo (note)	3,000,000	89,321,279
Mr. Pang Kit Man, John	1,000,000	—
Mr. Tanenglian Mariano Chua	—	—
Mr. Tan Lucio Jr. Khao	—	—
Mr. Cheung Chi Ming	—	—
Mr. Lee Siong Ding	—	—
Mr. Chong Kim Chan, Kenneth	—	—
Mr. Sy Robin	—	—

Note: The corporate interests of Mr. Chua Domingo were held through Carnation Investments Inc. and Dynamic Development Corporation.

Save as disclosed above, none of the Directors and their associates had any personal, family, corporate or other interests in any shares of the Company or any of its associated corporations as defined in the SDI Ordinance as at 30th June, 2001.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

The Company has a share option scheme (the "Scheme") to enable the Directors to grant options to eligible employees, including Executive Directors, of the Company and its subsidiaries to subscribe for shares in the Company. Details of the Scheme are set out in note 26 to the financial statements.

No share option was granted to any of the Company's Directors under the Scheme during the year and there was no share option outstanding as at 30th June, 2001.

*Directors' Report (Continued)***董事購買股份或債券之權利 (續)**

本公司或其任何附屬公司於本年度內並無訂立任何安排，可使本公司董事藉購買本公司或任何其他法人團體之股份或債券而獲益。於本年度內，本公司董事、彼等配偶或18歲以下子女概無任何權力、或行使任何該等權力以認購本公司之證券。

董事之服務合約

擬於即將召開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不可由本集團於一年內終止而毋須作出賠償(法定賠償除外)之服務合約。

董事於重大合約中之權益

除於財務賬項附註第39項內披露者外，本公司或其任何附屬公司於年終或本年度內訂立之重大合約中，本公司各董事概無涉及與擁有直接或間接之重大權益。

主要股東

除上文所披露有關蔡黎明先生權益外，根據公開權益條例第16(1)條規定本公司須存置之權益名冊所披露，並無其他人士於二零零一年六月三十日擁有佔本公司已發行股份10%或以上之股份。

可轉換證券、優先認股權、認股權證或類似權利

除於財務賬項附註第26項內所載未獲行使優先認股權計劃外，本公司於二零零一年六月三十日並無尚未獲行使可轉換證券、優先認股權、認股權證或類似權利。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES (Continued)

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 to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate and none of the Directors of the Company, their spouses or children under the age of 18, had any rights to subscribe for securities of the Company, or had exercised any such rights during the year.

DIRECTORS' SERVICE CONTRACTS

None of the Directors 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 Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in note 39 to the financial statements, no contract of significance, to which the Company or any of its subsidiaries was a party and in which a Director of the Company had material interests, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

SUBSTANTIAL SHAREHOLDERS

Other than the interests disclosed above in respect of Mr. Chua Domingo, the register maintained by the Company pursuant to Section 16(1) of the SDI Ordinance discloses no other person as having an interest representing 10% or more of the issued share capital of the Company as at 30th June, 2001.

CONVERTIBLE SECURITIES, OPTIONS, WARRANTS OR SIMILAR RIGHTS

Other than the outstanding share option scheme as set out in note 26 to the financial statements, the Company had no outstanding convertible securities, options, warrants or other similar rights as at 30th June, 2001.

Directors' Report (Continued)**優先購買權**

本公司之公司細則概無優先購買權之規定，或百慕達法例亦無強制規定本公司須按股權比例配售新股份予現時股東。

貸款及撥作成本之利息

須於一年內或即時償還之應償還銀行貸款列於財務賬項中流動負債內。銀行貸款之償還分析載於財務賬項附註第24項內。

欠聯營公司及附屬公司款項之詳情分別載於財務賬項附註第28及第29項內。

於本年度內，本集團將位處中國發展中物業港幣10,889,000元之融資利息撥入資產成本。

根據第十九項應用指引作出之披露

本集團曾訂立之借貸協議，該協議規定本公司控股股東蔡黎明先生維持其在本公司控股權益，否則，該經同意之銀行貸款立即到期並應償還。有關貸款合共港幣174,800,000元已借予本集團之全資附屬公司遠僑發展有限公司。

公司監管

本公司在截至二零零一年六月三十日止之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十四有關最佳應用守則。

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-Laws, or the laws of Bermuda which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

BORROWINGS AND INTEREST CAPITALISED

Bank loans repayable within one year or on demand are shown under current liabilities in the financial statements. A repayment analysis of bank loans is set out in note 24 to the financial statements.

Details of amounts due to associates and subsidiaries are set out in notes 28 and 29 to the financial statements, respectively.

During the year, interest of HK\$10,889,000 was capitalised by the Group in respect of its financing of property under development situated in the PRC.

DISCLOSURE UNDER PRACTICE NOTE 19 TO THE LISTING RULES

The Group has entered into a loan agreement which requires the controlling shareholder of the Company, Mr. Chua Domingo, to maintain his controlling interest in the Company. Otherwise, the agreed facilities may be immediately due and payable. The loans granted to Yonderille Developments Limited, a wholly-owned subsidiary of the Company, amounted to HK\$174,800,000.

CORPORATE GOVERNANCE

The Company has complied throughout the year ended 30th June, 2001 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.

核數師

德勤•關黃陳方會計師行於過去三年均為本公司之核數師。本公司擬於即將召開之股東週年大會上提呈決議案，重聘德勤•關黃陳方會計師行為本公司之核數師。

代表董事會
董事兼行政總裁
彭傑文

香港，二零零一年十月十八日

AUDITORS

Messrs. Deloitte Touche Tohmatsu have acted as auditors of the Company for the preceding three years. A resolution will be submitted to the annual general meeting of the Company to re-appoint them as auditors of the Company.

On behalf of the Board
Pang Kit Man, John
Director and Chief Executive Officer

Hong Kong, 18th October, 2001