

## DIRECTORS' REPORT

The Directors present their annual report and the audited financial statements for the year ended 31st December, 2001.

### PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The principal activities of its principal subsidiaries are trading and distribution of chemicals, materials and equipment used in the manufacture of printed circuit boards and electronic products and the manufacture of electrical and electronic products for OEM customers.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31st December, 2001 are set out in the consolidated income statement on page 45.

The Directors do not recommend the payment of a dividend and propose that the profit for the year be retained.

### FIXED ASSETS

During the year, the Group incurred costs of approximately HK\$166 million for construction of new factory buildings in the People's Republic of China.

Details of these and other movements during the year in the fixed assets of the Group are set out in note 15 to the financial statements.

### SHARE CAPITAL

Details of the movements during the year in the share capital of the Company are set out in note 28 to the financial statements.

## 董事會報告書

董事會同寅謹將本公司截至二零零一年十二月三十一日止年度報告及已審核之財務報表送呈各股東省覽。

### 主要業務

本公司屬投資控股公司，其主要附屬公司之主要業務為貿易及分銷用以製造印刷電路板及電子產品之化學品、物料及設備及為原產品客戶製造電器及電子產品。

### 業績及撥款

本集團截至二零零一年十二月三十一日止年度之業績載於第45頁之綜合收益表內。

本公司董事並不建議派發股息，並建議將本年度溢利留存。

### 固定資產

於本年度內，本集團斥資約一億六千六百萬港元於中華人民共和國興建多棟新工廠廠房。

上述變動及本集團固定資產於本年度之其他變動詳情刊載於財務報表附註15。

### 股本

本公司股本於本年度之變動詳情刊載於財務報表附註28。

## RESERVES

Details of the movements during the year in the reserves of the Group and the Company are set out in note 30 to the financial statements.

## 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.

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

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

## CHARITABLE DONATIONS

During the year, the Group made charitable donations amounting to HK\$810,289.

## MAJOR CUSTOMERS AND SUPPLIERS

40% of turnover and 38% of purchases during the year were attributable to the Group's five largest customers and suppliers respectively. 11% of sales and 13% of purchases during the year were attributable to the Group's largest customer and supplier respectively. None of the Directors, their associates or any shareholder (which to the knowledge of the Directors owns more than 5% of the Company's issued share capital) has any interest in the Group's five largest customers or five largest suppliers.

## 儲備

本集團及本公司本年度之儲備變動詳情刊載於財務報表附註30。

## 優先購買權

本公司之公司細則或百慕達法例均無訂明有關本公司必須按現有股東之持股比例向彼等提呈發售新股份之規定。

## 購回、出售或贖回本公司上市股份

本公司或其任何附屬公司概無於本年度內購回、出售或贖回本公司任何上市證券。

## 慈善捐款

本年度內本集團之慈善捐款總額為八十一萬零二百八十九港元。

## 主要顧客及供應商

本集團之五大顧客及供應商所佔本年度之營業額及採購額分別為40%及38%。本集團之最大顧客及供應商所佔本年度之銷售額及採購額分別為11%及13%。本公司各董事及其聯繫人士或任何股東(董事會獲知擁有本公司已發行股本5%或以上)概無在該五大顧客或五大供應商佔有任何權益。

## DIRECTORS

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

### Executive Directors

Senta Wong

Edward Ying-Chun Tsui

Byron Shu-Chan Ho

Bengie Man-Hang Kwong

Hamed Hassan EL-ABD

(appointed on 31st May, 2001)

### Independent Non-Executive Directors

Peter Chung-Yin Lee

John Ho

Philip Wan-Chung Tse

Gene Howard Weiner

In accordance with Bye-Laws 103 to 105 of the Company's Bye-Laws, Mr. Byron Shu-Chan Ho and Mr. John Ho shall retire by rotation and, being eligible, offer themselves for re-election.

In accordance with Bye-Law 109 of the Company's Bye-Laws, Mr. Hamed Hassan EL-ABD, who was appointed since the last annual general meeting shall retire and being eligible, offers himself for election.

The term of office for each Independent Non-Executive Director is the period up to his retirement by rotation in accordance with the Company's Bye-Laws.

## 董事

本年度內及截至本報告刊發日期本公司之董事為：

### 執行董事

王忠桐

徐應春

何樹燦

鄭敏恒

Hamed Hassan EL-ABD

(於二零零一年五月三十一日獲委任)

### 獨立非執行董事

李仲賢

何約翰

謝宏中

Gene Howard Weiner

依照本公司之公司細則第一零三至一零五條規定，董事何樹燦先生及何約翰先生任期屆滿，輪值告退，並願意接受提選連任。

依照本公司之公司細則第一零九條規定，Hamed Hassan EL-ABD 先生自上屆股東周年大會起獲委任，現應告退，並願意接受提選連任。

本公司各獨立非執行董事之任期乃直至其根據本公司之公司細則輪席告退為止之期間。

## DIRECTORS' INTERESTS IN SHARES

### (i) Shares

At 31st December, 2001, the interests of the Directors and of their associates in the issued share capital of the Company and its associated corporations, within the meaning of the Securities (Disclosure of Interests) Ordinance (“SDI Ordinance”), as recorded in the register maintained by the Company pursuant to Section 29 of the SDI Ordinance or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Companies were as follows:

#### (a) Company

Directors 董事	Number of Ordinary Shares in the Company 本公司普通股股數				
	Personal Interests 個人權益	Family Interests 家族權益	Corporate Interests 公司權益	Other Interests 其它權益	Total Interests 總計
Senta Wong 王忠桐	—	1,886,000	—	185,640,044*	187,526,044
Edward Ying-Chun Tsui 徐應春	7,311,920	—	—	—	7,311,920
Byron Shu-Chan Ho 何樹燦	2,300,000	1,920,000	—	—	4,220,000
Bengie Man-Hang Kwong 鄺敏恒	2,700,000	—	—	—	2,700,000
Gene Howard Weiner	180,000	—	—	—	180,000

\* The 185,640,044 shares are beneficially owned by Greatway Company Inc., the entire share capital of which is held by the trustee of a discretionary trust established for the benefit of Mr. Senta Wong and certain charitable objects in Hong Kong.

#### (b) Associated corporation

Mr. Senta Wong beneficially owned 25 ordinary shares, representing 12.5%, in the issued share capital of Golden Crown Limited, an associate of the Company.

## 董事於股份之權益

### (一) 股份

於二零零一年十二月三十一日，根據證券「披露權益」條例（「披露權益條例」）第二十九條予以保存之登記冊之記錄，或根據上市公司董事進行證券交易之規範守則已向本公司及香港聯合交易所有限公司作出之通知，董事及彼等之聯繫人士在本公司及其聯營公司之已發行股本中擁有之權益（按披露權益條例之釋義）如下：

#### (a) 本公司

Directors 董事	Number of Ordinary Shares in the Company 本公司普通股股數				
	Personal Interests 個人權益	Family Interests 家族權益	Corporate Interests 公司權益	Other Interests 其它權益	Total Interests 總計
Senta Wong 王忠桐	—	1,886,000	—	185,640,044*	187,526,044
Edward Ying-Chun Tsui 徐應春	7,311,920	—	—	—	7,311,920
Byron Shu-Chan Ho 何樹燦	2,300,000	1,920,000	—	—	4,220,000
Bengie Man-Hang Kwong 鄺敏恒	2,700,000	—	—	—	2,700,000
Gene Howard Weiner	180,000	—	—	—	180,000

\* Greatway Company Inc. 實益擁有本公司股份 185,640,044 股；該公司之全部股本則由一項為王忠桐先生及香港若干慈善事業權益而設之全權信託之受託人持有。

#### (b) 聯營公司

王忠桐先生實益持有 Golden Crown Limited 之 25 股普通股，佔其已發行股份 12.5%。Golden Crown Limited 乃本公司之聯營公司。

Other than as disclosed above, none of the Directors or chief executives, nor their associates, had any interests in any securities of the Company or any of its associated corporations as defined in the SDI Ordinance, and none of the Directors or chief executives, nor their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right during the year.

### SHARE OPTIONS

The Company's share option scheme (the "Scheme"), was adopted on 30th May, 1990 for the primary purpose of providing incentives to directors and eligible employees and will expire on 24th July, 2002. Under the Scheme, the Board of Directors of the Company may grant options to eligible employees, including directors of the Company and its subsidiaries, to subscribe for shares in the Company.

At 31st December, 2001, the number of shares in respect of which options had been granted under the Scheme was 5,550,000, representing 0.008% of the shares of the Company in issue at that date.

The exercise price is determined by the directors of the Company, and will not be less than the higher of the closing price of the Company's shares on the date of grant, and the 80% of average closing price of the shares for the five business days immediately preceding the date of grant. The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time,

除上文所披露者外，董事或主要行政人員，或彼等各自之聯繫人士概無於本公司或其任何聯營公司（定義見披露權益條例）之任何證券中擁有任何權益，且董事或主要行政人員，或彼等之配偶或十八歲以下之子女概無擁有可認購本公司證券之任何權利，或於本年度內曾行使任何該等權益。

### 購股權

本公司於一九九零年五月三十日採納購股權計劃（「該計劃」），主要目的在於獎勵董事及合資格僱員，該計劃將於二零零二年七月二十四日屆滿。根據該計劃，本公司董事會可授予本公司及其附屬公司之合資格僱員（包括董事）購股權，以認購本公司股份。

於二零零一年十二月三十一日，按照該計劃已授出購股權之股份數目為5,550,000，佔該日本公司已發行股份數目之0.008%。

行使價由本公司董事釐定，且不得低於本公司股份於授予日期之收市價及授予日期前五個營業日股份之平均收市價之80%（以較高者為準）。未經本公司股東預先批准，根據該計劃可授出之購股權所涉及之股份總數不得超過本公司於任何時間已發行股份之10%。接受授出之購股權時須支付港幣10元。購股

without prior approval from the Company's shareholders.

權可於下列期間隨時行使：

HK\$10 is payable on the acceptance of the grant of an option.

Options may be exercised:

- |  |   |
|--|---|
| <p>(i) in the year commencing on the first anniversary of its date of grant, as to not more than twenty-five per cent (25%) of the shares comprising such option on the date of grant; and</p>                             | <p>(i) 其授出日期之首週年開始起計該年隨時行使不超過股份(包括於授出日期授出之購股權)百分之二十五(25%)；及</p> |
| <p>(ii) in the period commencing on the second anniversary of its date of grant and ending on the fifth anniversary of its date of grant, as to all or part of the shares comprising such option on the date of grant.</p> | <p>(ii) 其授出日期之第二週年開始起計至其授出日期之第五週年止期間，包括於授出日期授出之購股權。</p>         |

Details of the movements in the Company's share options during the year are as follows:

以下為本公司購股權於本年度內之變動詳情：

		Number of share options 購股權數目				
Option type 購股權類別	At 1.1.2001 於二零零一年 一月一日	Granted during the year 本年度 內授出	Exercised during the year 本年度 內已行使	Cancelled during the year 本年度 內作廢	At 31.12.2001 於二零零一年 十二月三十一日	
Category 1: Directors 第1類：董事						
Senta Wong 王忠桐	1997	2,300,000	—	—	—	2,300,000
Hamed Hassan, EL-ABD (Note 1) (附註1)	1997	500,000	—	—	—	500,000
		2,800,000	—	—	—	2,800,000
Category 2: Employees 第2類：僱員						
	1997	4,144,000	—	—	(1,394,000)	2,750,000

Note 1: Mr. Hamed Hassan EL-ABD was appointed as director of the Company on 31st May, 2001.

附註1：Hamed Hassan EL-ABD先生於二零零一年五月三十一日獲委任為本公司董事。

Details of specific category of options are as follows:

特別類別購股權之詳情如下：

Option type 購股權類別	Date of grant 授予日期	Vesting period 歸屬期間	Exercise period 行使期間	Exercise price (subject to adjustment) 行使價 (可予調整)
1997 一九九七年	25th July, 1997 一九九七年 七月二十五日	25th July, 1997 – 24th July, 2002 一九九七年 七月二十五日至 二零零二年 七月二十四日	25th July, 1998 – 24th July, 2002 一九九八年 七月二十五日至 二零零二年 七月二十四日	HK\$0.390 港幣0.390元

#### ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

#### 購買股份或債券之安排

Other than as disclosed above, at no time during the year was the Company, any of its holding companies, subsidiaries or fellow 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.

除上文披露者外，於本年度內任何時間，本公司、其控股公司、其任何附屬公司或同系附屬公司概無訂立任何安排，致使本公司董事可藉收購本公司或任何其他法人團體之股份或債券而獲益。

#### DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

#### 董事於重大合約之權益

No contract of significance, to which the Company, any of its holding companies, subsidiaries or fellow 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.

本公司董事概無在本公司、其任何控股公司、附屬公司或同系附屬公司參與訂立而於是年末或於是年內任何時候仍然生效之重大合約中直接或間接擁有任何重大權益。

## SUBSTANTIAL SHAREHOLDERS

At 31st December, 2001, the register of substantial shareholders maintained under Section 16(1) of the SDI Ordinance showed that, other than the interests disclosed above in respect of certain Directors, the following shareholders had an interest of 10% or more in the share capital of the Company:

Name 名稱	Number of shares 股份數目
(1) W. S. Wong & Sons Company Limited (Note 1) 王華湘父子有限公司 (附註1)	144,993,445
(2) Greatway Company Inc. (Note 2&3) (附註2和3)	185,640,044

### Notes:

- (1) W. S. Wong & Sons Company Limited was controlled by the Wong family.
- (2) The entire share capital of Greatway Company Inc. was held by the trustee of a discretionary trust established for the benefit of Mr. Senta Wong and certain charitable objects in Hong Kong.
- (3) On 1st November, 2001, the legal title in 19,816,749 shares ("Shares") was transferred by W.S. Wong & Sons Company Limited to Greatway Company Inc. However, since these Shares are held by Greatway Company Inc. as bare trustee for W. S. Wong & Sons Company Limited, such transfer did not constitute a notifiable transaction under the SDI Ordinance and accordingly such transfer is not reflected in the above table.

Other than as disclosed above, the Company has not been notified of any other interests representing 10% or more of the Company's issued share capital as at 31st December, 2001.

## SERVICE CONTRACTS OF DIRECTORS

None of the Directors of the Company has a service contract with the Company or any of its subsidiaries not terminable by the employing company within one year without payment of compensation (other than statutory compensation).

## PENSION SCHEME

With effect from 1st July, 1994, the Group has operated a defined contribution pension scheme (the "Pension Scheme") for all eligible employees.

## 主要股東

於二零零一年十二月三十一日，依照披露權益條例第十六(一)條而保存之主要股東登記冊所示，除上述披露之若干董事權益外，下列股東擁有本公司10%或以上之股本權益：

### 附註：

- 一、 王華湘父子有限公司由王氏家族所控制。
- 二、 Greatway Company Inc. 之全部股本則由一項為王忠桐先生及香港若干慈善事業權益而設之全權信託之受託人持有。
- 三、 於二零零一年十一月一日，王華湘父子有限公司向 Greatway Company Inc. 轉讓19,816,749股股份之法定所有權。然而，由於該等股份乃由 Greatway Company Inc. 以王華湘父子有限公司之被動受託人身份持有，根據披露權益條例，該項轉讓並不須予以呈報，因此該項轉讓並無於上圖反映出來。

除上述披露外，本公司於二零零一年十二月三十一日止並無獲悉任何其他人仕持有佔本公司已發行股本之10%或以上權益。

## 董事服務合約

除受僱公司必須繳付賠償(法定賠償除外)方可於一年內終止之服務合約外，各董事概無與本公司或其任何附屬公司訂立任何服務合約。

## 退休金計劃

自一九九四年七月一日起，本集團為所有合資格僱員推行一項確定供款退休金計劃(「退休金計劃」)。



The Pension Scheme is funded by 5% contribution by employees and 5% contribution by the employer and is based on the monthly salaries of employees. In addition, in respect of each eligible employee as at the commencement of the Pension Scheme, the Group makes a special past service lump-sum contribution upon such employee joining the Pension Scheme. Such payment is calculated based on that employee's basic monthly salary and years of service.

The employees are entitled to the full benefit of the Group's contributions and accrued interest after 10 years of completed service, or at a reduced scale of between 50% to 90% after completion of 5 to 9 years of service. The employer may utilise the forfeited contributions to reduce future contributions from the employer.

The total amount, net of forfeited contributions of HK\$1,109,000, injected by the Group into the Pension Scheme for the year ended 31st December, 2001 was HK\$4,355,000 and was charged to the income statement for the year.

The ascertained forfeited contributions available at the balance sheet date to reduce the Group's future contributions are approximately HK\$20,000.

In light of the introduction of the Mandatory Provident Fund ("MPF") Scheme, the Group has restructured its retirement arrangements to comply with the MPF legislation. The Group has secured MPF exemption status for the retirement benefit scheme and participated in an approved MPF Scheme with the AIA Pension and Trustee Co. Ltd. effective 1st December, 2000 to provide scheme choice to existing employees. All new employees are required to participate in the MPF Scheme. Mandatory benefits are being provided under the MPF Scheme.

退休金計劃由僱主及僱員各付5%供款，數額按僱員之月薪計算。此外，在每名合資格僱員開始參與退休金計劃時，本集團已支付一項按僱員基本月薪及服務年期計算之特別供款。

在服務滿十年後，僱員可收取全數之集團供款及應計利息。服務滿五至九年，則按相應遞減之比例50%至90%收取集團供款及應計利息。僱主可運用所沒收之供款，減少日後之僱主供款額。

截至二零零一年十二月三十一日止年度，本集團在退休金計劃下減去一百一十萬九千港元沒收供款後之供款總額為四百三十五萬五千港元，已在本年度之收益表扣除。

於結算日可供本集團用以減少日後供款之已知沒收供款約為二萬港元。

由於推行強制性公積金（「強積金」）計劃，本集團已修改退休安排以配合強積金條例。本集團已為該退休福利計劃取得豁免參與強積金計劃之權利，並自二零零零年十二月一日起參與由美國友邦退休金管理及信託有限公司提供之獲批准之強積金計劃，給予現有僱員參與該計劃之選擇。所有新僱員均須參與強積金計劃，而強制性福利乃按照強積金計劃提供。

## PERSONNEL INFORMATION

As at 31st December, 2001, the Group had a total of 3,793 employees. Total staff costs for the year amounted to HK\$234 million. Employees received a range of benefits including contributions to staff provident fund, medical subsidies and performance related yearly bonuses. Members of the senior management and long serving employees are also granted options to acquire shares in the Company.

Employees' emoluments are reviewed on a periodic basis and an annual increment, calculated based on the employees' performance, is normally granted to each employee. Where warranted, the Directors sometimes give special increments to deserving employees.

## PRACTICE NOTE 19 TO THE LISTING RULES

The Company and a group of its wholly-owned subsidiaries have entered into a loan agreement with banks, which are independent third parties, for a transferable term loan facility of up to HK\$120 million made available to WKK Technology Limited, an indirectly wholly-owned subsidiary of the Company. The final repayment date of the loan is 18th May, 2004. Under the terms and conditions of the loan agreement, the followings would constitute an event of default: (a) if Mr. Senta Wong and his associates, together with any company beneficially owned or controlled by any of them, cease to be the largest single shareholder, or group of shareholders, in the Company; (b) if Mr. Senta Wong, his associates and his other family members, together with any company beneficially owned or controlled by any of them, cease to own or control (directly or indirectly) 35% or more of the issued share capital of the Company; or (c) if Mr. Senta Wong ceases to be

## 僱員資料

於二零零一年十二月三十一日，本集團共聘用3,793名僱員。本年度員工成本總額為二億三千四百萬港元。僱員享有多項福利，包括職員公積金供款、醫療津貼及年終業勤獎勵花紅。高層管理人員及資深僱員更獲授可購買本公司股份之購股權。

員工薪酬會定期予以檢討，並按個別員工之工作表現通常每年予以調升。在許可情況下，董事會更會給予應得之員工特別之薪酬調整。

## 上市規則第19項應用指引

本公司及其多間全資附屬公司與銀行（屬獨立第三方）訂立一項貸款協議，內容關於一筆借予本公司間接全資附屬公司王氏港建科技有限公司為數港幣一億二千萬元之可轉讓定期貸款融資。該筆貸款融資之最後還款日為二零零四年五月十八日。根據貸款協議之條款及條件，下列情況均會構成違約事項：

(a) 倘王忠桐先生及其聯繫人士（連同彼等任何一位實益擁有或控制之任何一間公司）不再為本公司最大單一股東或一組股東；(b) 倘王忠桐先生、其聯繫人士及其家庭成員（連同彼等任何一位實益擁有或控制之任何一間公司）不再直接或間接擁有或控制本公司已發行股本之35%或以上；或(c) 倘王忠桐先生不再積極參與本公司之管理事務。根據貸款

actively involved in the management of the Company. Under the loan agreement, if any of the above occurs, all amounts outstanding and owing under the facility may become immediately due and payable. As at the date of this report, none of the events of default has occurred.

### CODE OF BEST PRACTICE

The Company has complied throughout the year ended 31st December, 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.

### JOINT AUDITORS

A resolution to re-appoint Messrs. Deloitte Touche Tohmatsu and Messrs. Ho and Ho & Company as joint auditors of the Company will be proposed at the forthcoming annual general meeting.

協議，倘出現上述任何情況，一切結欠貸款均可能須立即償還。於本報告刊發日期，概無出現上述任何違約事項。

### 遵守最佳應用守則

本公司於截至二零零一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十四所載之最佳應用守則。

### 聯席核數師

於將來臨之股東週年大會上，將會提出繼續委任德勤•關黃陳方會計師行及何錫麟會計師行為本公司聯席核數師之決議案。

*On behalf of the Board*

**Senta Wong**

*Chairman*

9th April, 2002

承董事會命

**王忠桐**

主席

二零零二年四月九日