

The Directors present their report and the audited financial statements of the Company and of the Group for the year ended 31 December 2001.

### Principal activities

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are the manufacture and sale of plywood. There were no changes in the nature of the Group's principal activities during the year.

### Segment information

An analysis of the Group's turnover and contribution to results by principal activities and geographical area of operations for the year ended 31 December 2001 is set out in note 4 to the financial statements.

### Results and dividends

The Group's loss for the year ended 31 December 2001 and the state of affairs of the Group and of the Company at that date are set out in the financial statements on pages 29 to 76.

The directors do not recommend the payment of any dividend in respect of the year.

### Summary financial information

A summary of the results and of the assets and liabilities of the Group, as extracted from the published audited financial statements and reclassified as appropriate, is set out below. The amounts for 1999, 1998 and 1997 in the five-year summary have been adjusted for the effects of the retrospective changes in accounting policy affecting dividends and goodwill, as detailed in note 2 to the financial statements.

董事會謹提呈本公司及本集團截至二零零一年十二月三十一日止年度之董事會報告及經審核財務報表，以供省覽。

### 主要業務

本公司之主要業務為投資控股，而其附屬公司之主要業務為製造及銷售膠合板。本集團之業務性質於年內並無變化。

### 分類資料

本集團截至二零零一年十二月三十一日止年度，按主要業務及經營地區劃分之營業額及業績貢獻載於財務報表附註4。

### 業績及股息

本集團截至二零零一年十二月三十一日止年度之虧損及本集團與本公司於該日之財政狀況，載於財務報表第29至第76頁。

董事不建議就本年度派付任何股息。

### 財務資料摘要

下表為摘錄自己公佈經審核財務報表並予以適當地重新歸類之本集團業績與資產及負債之概要。於五年概要中有關一九九九年、一九九八年及一九九七年之數字已就會計政策更改對股息及商譽帶來之追溯性影響作出調整，詳見財務報表附註2。

## RESULTS

## 業績

		Period ended 31 December				
		Year ended 31 December	Year ended 31 December	Year ended 31 December	Year ended 30 September	Year ended 30 September
		截至十二月三十一日止年度	截至十二月三十一日止年度	截至十二月三十一日止期間	截至九月三十日止年度	截至九月三十日止年度
		2001	2000	1999	1998	1997
		二零零一年	二零零零年	一九九九年	一九九八年	一九九七年
		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
				(Restated)		
				(重新列賬)		
Turnover	營業額	<b>52,753</b>	58,451	303,654	440,177	442,978
Profit/(loss) before tax	稅前溢利／(虧損)	<b>(10,244)</b>	23,888	(400,012)	(16,864)	86,900
Tax	稅項	-	17,183	-	-	(9,204)
Profit/(loss) before minority interests	未計少數股東權益之溢利／(虧損)	<b>(10,244)</b>	41,071	(400,012)	(16,864)	77,696
Minority interests	少數股東權益	-	153	555	10,585	796
Net profit/(loss) attributable to shareholders	股東應佔溢利／(虧損)淨額	<b>(10,244)</b>	41,224	(399,457)	(6,279)	78,492

## ASSETS, LIABILITIES AND MINORITY INTERESTS

## 資產、負債及少數股東權益

			31 December 十二月三十一日		30 September 九月三十日	
		2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元	1999 一九九九年 HK\$'000 千港元	1998 一九九八年 HK\$'000 千港元 (Restated) (重新列賬)	1997 一九九七年 HK\$'000 千港元 (Restated) (重新列賬)
Fixed assets	固定資產	<b>114,703</b>	116,381	127,998	418,378	299,286
Long term investments	長期投資	-	9,431	10,998	-	-
Other long term assets	其他長期資產	-	-	-	21,021	24,937
Current assets	流動資產	<b>1,166,501</b>	34,703	53,372	282,820	236,933
Total assets	資產總值	<b>1,281,204</b>	160,515	192,368	722,219	561,156
Current liabilities	流動負債	<b>1,029,894</b>	32,662	220,123	216,973	80,777
Long term bank and other loans	長期銀行及其他貸款	<b>11,699</b>	23,462	40,451	221,044	146,539
Long term portion of lease payable	應付租約之長期部份	-	-	-	12,761	-
Total liabilities	負債總值	<b>1,041,593</b>	56,124	260,574	450,778	227,316
Minority interests	少數股東權益	-	-	4,257	16,341	7,075
		<b>239,611</b>	104,391	(72,463)	255,100	326,765

**Fixed assets**

Details of movements in the fixed assets of the Group during the year are set out in note 13 to the financial statements.

**Share capital**

Details of movements in the Company's share capital during the year, together with the reasons therefor, are set out in note 22 to the financial statements.

**固定資產**

本集團之固定資產於年內之變動詳情，載於財務報表附註13。

**股本**

本公司之股本於年內之變動詳情連同有關理由，載於財務報表附註22。

**Pre-emptive rights**

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

**Reserves**

Details of movements in the reserves of the Group and of the Company are set out in note 23 to the financial statements.

**Distributable reserves**

As at 31 December 2001, the Company had no retained profits available for cash distribution and/or distribution in specie. Under the Companies Act 1981 of Bermuda (as amended), the Company's contributed surplus of HK\$172,934,000 is currently not available for distribution. The Company's share premium account with a balance of HK\$262,462,000 as at 31 December 2001 may be distributed in the form of fully paid bonus shares.

**Charitable contributions**

During the year, the Group made charitable contributions totalling HK\$1,024,000.

**Major customers and major suppliers**

In the year under review, 48.3% of the Group's sales were attributable to the Group's five largest customers. Sales to the largest customer amounted to 14.8% of the Group's sales. 55.3% of the Group's purchases were attributable to the Group's five largest suppliers. Purchases from the largest supplier amounted to 15.4% of the Group's purchases.

To the best knowledge of the directors, none of the directors, their associates, or any shareholders who owned more than 5% of the Company's issued share capital, had any interest at any time during the year in the Group's five largest customers and suppliers.

**優先購買權**

根據本公司之公司細則或百慕達之法例，並無有關本公司需按比例向現有股東發售新股份之優先購買權條文。

**儲備**

本集團及本公司之儲備變動詳情，載於財務報表附註23。

**可供分派儲備**

本公司於二零零一年十二月三十一日並無可供現金分派及／或實物分派之保留溢利。根據百慕達一九八一年公司法（經修訂），本公司172,934,000港元之繳入盈餘目前未可供分配。本公司之股份溢價賬於二零零一年十二月三十一日之結餘為262,462,000港元，可供以繳足紅股形式分派。

**慈善捐獻**

本年內，本集團之慈善捐獻合共達1,024,000港元。

**主要客戶及主要供應商**

於回顧年度內，本集團五大客戶佔本集團之銷售額48.3%。來自最大客戶之銷售額佔本集團銷售額達14.8%。本集團五大供應商佔本集團之購貨額55.3%。最大供應商之購貨額佔本集團購貨額達15.4%。

據董事所深知，董事、彼等之聯繫人士或任何擁有本公司5%以上已發行股本之股東，並無於年間任何時間持有該五大客戶及供應商之任何權益。

## Directors

The directors of the Company during the year were:

Executive directors:

Mr. Kwok Viem, Peter  
Mr. Ma Ting Hung  
Ms. Li So Mui  
Mr. Mak Sun Keung, Albert  
Mr. Tian Yuchuan (appointed on 27 April 2001)

Independent non-executive directors:

Mr. Fan Ren Da, Anthony  
Mr. Tsang Link Carl, Brian

Subsequent to the balance sheet date, on 1 February 2002, Mr. Mak Sun Keung, Albert resigned as a director of the Company.

On the same day, Mr. Qiu Yiyong, Mr. Sun Xinguo and Mr. Zhang Jijing were appointed as directors of the Company.

The independent non-executive directors are not appointed for a specific term as all of the directors, without limitation to executive directors, are subject to retirement by rotation and re-election at the annual general meeting in accordance with the bye-laws of the Company.

In accordance with bye-law 86(2) of the Company's bye-laws, Mr. Qiu Yiyong, Mr. Sun Xinguo and Mr. Zhang Jijing retire and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

In accordance with bye-law 87(1) & (2) of the Company's bye-laws, Ms. Li So Mui and Mr. Tian Yuchuan retire by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

## 董事

本公司於年內之董事如下：

執行董事：

郭炎先生  
馬廷雄先生  
李素梅女士  
麥樂強先生  
田玉川先生  
(二零零一年四月二十七日獲委任)

獨立非執行董事：

范仁達先生  
曾令嘉先生

結算日後，於二零零二年二月一日，麥樂強先生辭任本公司董事一職。

同日，邱毅勇先生、孫新國先生及張極井先生獲委任為本公司董事。

根據本公司之公司細則規定，所有董事（不限於執行董事）須於股東週年大會上輪流告退或連任，故獨立非執行董事並不獲委任一特定任期。

根據本公司之公司細則第86(2)條，邱毅勇先生、孫新國先生及張極井先生於即將舉行之股東週年大會依章告退，惟願膺選連任。

根據本公司之公司細則第87(1)及(2)條，李素梅女士及田玉川先生於即將舉行之股東週年大會依章告退，惟願膺選連任。

**Directors' and senior management's biographies**

Biographical details of the directors of the Company and the senior management of the Group are set out in pages 13 to 16 of the annual report.

**Directors' service contracts**

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

**Directors' interests in contracts**

No director had a beneficial interest, either direct or indirect, in any significant contract to which the Company, its holding company or any of its subsidiaries was a party during the year.

**Directors' interests in shares**

At 31 December 2001, the interests of the directors in the shares of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 29 of the Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance"), were as set out below:

Director

董事

Mr. Kwok Viem, Peter

郭炎先生

Mr. Ma Ting Hung

馬廷雄先生

Number of ordinary shares  
of HK\$0.05 each in the Company  
Corporate interests  
本公司每股面值0.05港元  
之普通股數目  
公司權益

1,440,000,000

1,440,000,000

**董事及高級管理人員履歷**

有關本公司董事及本集團高級管理人員履歷之詳情，載於年報第13至16頁。

**董事之服務合約**

在即將舉行之股東週年大會上獲提名連任之董事，概無與本公司訂有任何不可於一年內由本公司終止及毋須作出賠償（法定賠償除外）之服務合約。

**董事之合約權益**

年內概無董事於本公司、其控股公司或其任何附屬公司所訂立之任何重大合約中直接或間接擁有實益權益。

**董事於股份之權益**

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29條本公司所存置之股東名冊所載，董事於本公司及其聯營公司之股份中所擁有之權益如下：

The shares disclosed above are held by United Star International Inc., a company incorporated in the British Virgin Islands, which is beneficially owned as to 50% by Mr. Kwok Viem, Peter and 50% by Mr. Ma Ting Hung.

Save as disclosed above, none of the directors or their associates had any personal, family, corporate or other interests in the securities of the Company or any of its associated corporations as defined in the SDI Ordinance.

### Directors' rights to acquire shares or debentures

Apart from as disclosed under the heading "Share option scheme" below, at no time during the year was the Company, its holding company or any of its subsidiaries a party to any arrangement to enable the Company's directors, their respective spouse, or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

### Share option scheme

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include the Company's directors and other employees of the Group. The Scheme became effective on 21 August 1997 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% the issued share capital of the Company from time to time, excluding any shares issued pursuant to the Scheme. The offer of a grant of share options may be accepted within 28 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. At 31 December 2001, no share options had been granted under the Scheme.

上述披露之股份由 United Star International Inc. 持有。United Star International Inc. 於英屬處女群島註冊成立，由郭炎先生和馬廷雄先生各實益擁有其 50% 之權益。

除上文所披露者外，各董事或彼等之聯繫人士概無於本公司或按披露權益條例所界定之其任何聯營公司之證券中持有任何個人、家族、公司或其他權益。

### 董事認購股份或債券之權利

除下文「購股權計劃」標題下所披露外，本公司、其控股公司或其任何附屬公司於年內之任何時間，概無訂立任何安排能令本公司董事或彼等各自之配偶或 18 歲以下子女，透過認購本公司或任何其他法人團體之股份或債券以獲取利益。

### 購股權計劃

本公司為獎勵及回饋有份令本集團業務興旺之合資格參與人設立購股權計劃（「計劃」）。計劃之合資格參與人包括本公司之董事及本集團之其他僱員。計劃於一九九七年八月二十一日起生效並（已另為註銷或修改除外）將自該日起十年維持效力。現時根據計劃獲准授出未行使購股權之最高數目相等於其獲行使時可認購之股份數目為本公司不時已發行股本 10%（不包括根據計劃已發行之任何股份）之購股權。獲繳約承授購股權者可於繳約之日起計二十八日內繳付象徵式代價合計 1 港元接納繳約。於二零零一年十二月三十一日，概無任何購股權根據計劃授出。

**Substantial shareholders**

At 31 December 2001, the following interests of 10% or more in the issued share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 16(1) of the SDI Ordinance:

Shareholder  
股東

United Star International Inc.

These interests are also included as corporate interests of Mr. Kwok Viem, Peter and Mr. Ma Ting Hung, as disclosed under the heading "Directors' interests in shares" above.

Save as disclosed above, no person, other than the directors of the Company whose interests are set out above, had registered an interest in the share capital of the Company that was required to be recorded under Section 16(1) of the SDI Ordinance.

**Purchase, redemption or sale of listed securities of the Company**

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

**Post balance sheet events**

Details of the significant post balance sheet events of the Group are set out in note 28 to the financial statements.

**主要股東**

於二零零一年十二月三十一日，根據披露權益條例第16(1)條本公司所存置之股東名冊所載，擁有本公司已發行股本中之10%或以上之權益之股東載列如下：

Number of ordinary shares held  
持有之普通股數目

1,440,000,000

如上文「董事於股份之權益」一節所披露，該等權益亦列作郭炎先生及馬廷雄先生之公司權益。

除上文所披露者外及持有上述權益之本公司董事外，概無任何人士曾登記持有根據披露權益條例第16(1)條須予以記錄之本公司股本權益。

**購買、贖回或出售本公司之上市證券**

年內，本公司及其任何附屬公司概無購買、贖回或出售本公司之任何上市證券。

**結算日後事項**

本集團之重大結算日後事項詳情，載於財務報表附註28。



### Code of best practice

In the opinion of the directors, the Company complied with the Code of Best Practice (the "Code") as set out in Appendix 14 of the Listing Rules of The Stock Exchange of Hong Kong Limited throughout the accounting period covered by the annual report, except that the non-executive directors of the Company are not appointed for specific terms as required by paragraph 7 of the Code, but are subject to retirement by rotation in accordance with the Company's bye-laws.

### Audit committee

The Company has an audit committee which was established in accordance with the requirements of the Code, for the purposes of reviewing and providing supervision over the Group's financial reporting process and internal controls. The audit committee comprises the two independent non-executive directors of the Company.

### Auditors

Ernst & Young retire and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board

**Peter Kwok Viem**

*Chairman*

Hong Kong, 12 April 2002

### 最佳應用守則

董事認為，本公司於本年報所述之會計期間內一直遵守香港聯合交易所有限公司證券上市規則附錄十四之最佳應用守則（「應用守則」），惟獨本公司非執行董事並無根據應用守則第7段所規定設有特定任期但須根據本公司細則輪候告退。

### 審核委員會

為審核及監察本集團之財務申報程序及內部監控，本公司已按照應用守則之規定成立審核委員會。審核委員會由本公司兩位獨立非執行董事組成。

### 核數師

安永會計師事務所任滿告退，因此，於即將舉行之股東週年大會上將提呈決議案，續聘其為本公司之核數師。

承董事會命

主席

郭炎

香港，二零零二年四月十二日