

本公司董事局同寅欣然向各股東提呈本報告書，連同本公司及其附屬公司（統稱「本集團」）截至二零零一年十二月三十一日止年度之經審核賬項及核數師報告書。

公司名稱變更

本公司由「Pudong Development Holdings Limited」易名為「Tomson Group Limited」，並採納中文名稱「湯臣集團有限公司」作為其正式譯文，自二零零一年十一月二十七日起生效。

主要業務

本集團於本年度內主要經營物業發展及投資、款客及消閒業務、膠管及建築材料製造及證券買賣。

本公司於本年度內作為一間投資控股公司，而本公司各主要附屬公司之主要業務及其他詳情載於第125至第129頁賬項附註30。

業績及分配

本集團截至二零零一年十二月三十一日止年度之業績詳情載於第55至第130頁。按業務分類對本集團之營業額及所佔經營業績之分析載於第81至第84頁賬項附註4。由於本集團之業務主要分佈中國內地，故未呈列經營地區分析資料。

年內並無派付中期股息（二零零零年：無）。

本公司董事局不建議就截至二零零一年十二月三十一日止年度派付末期股息（二零零零年：無）。

本公司董事局建議將本集團於二零零一年十二月三十一日為數約803,398,000港元之保留盈利滾存至下年度。年內本集團及本公司之其他儲備變動載於第104至第107頁賬項附註21。

The Directors of the Company are pleased to present their Report together with the audited financial statements of the Company and its subsidiaries (altogether the "Group") for the year ended 31st December, 2001 and the Auditors' Report thereon.

CHANGE OF COMPANY NAME

The Company has changed its name from "Pudong Development Holdings Limited" to "Tomson Group Limited" and adopted the Chinese characters "湯臣集團有限公司" as the official translation thereof with effect from 27th November, 2001.

PRINCIPAL ACTIVITIES

The principal activities of the Group for the year were property development and investment, hospitality and leisure activities, manufacturing of PVC pipes and construction materials and securities trading.

During the year, the Company acted as an investment holding company while the principal activities and other particulars of the principal subsidiaries of the Company are listed in Note 30 to the financial statements on pages 125 to 129.

RESULTS AND APPROPRIATIONS

Details of the Group's results for the year ended 31st December, 2001 are set out on pages 55 to 130. An analysis of the turnover and contribution to trading results of the Group by business segments is set out in Note 4 to the financial statements on pages 81 to 84 while no geographical analysis is presented as the Group's operations were principally situated in mainland China.

No interim dividend was paid during the year (2000: Nil).

The Directors of the Company do not recommend the payment of a final dividend for the year ended 31st December, 2001 (2000: Nil).

The Directors of the Company recommend that the retained earnings of the Group as at 31st December, 2001 amounting to approximately HK\$803,398,000 are to be carried forward. Other movements in reserves of the Group and of the Company during the year are shown in Note 21 to the financial statements on pages 104 to 107.

主要客戶及供應商

在本集團於本年度之營業額中，其前五大客戶所佔之比率不足30%。

年度內，本集團之前五大供應商共佔本集團採購之52%，其中最大供應商佔本集團採購之14%。本公司各董事及其聯繫人士或任何股東（董事局獲知擁有本公司已發行股本5%或以上權益者）概無佔有該五大供應商任何權益。

捐款

於截至二零零一年十二月三十一日止年度內，本集團捐款127,000港元作慈善及其他用途。

固定資產

於截至二零零一年十二月三十一日止年度內，本集團購入為數約15,588,000港元之固定資產，及出售和撇銷賬面總淨值約7,963,000港元之資產。

本集團於年內之固定資產變動情況載於第60至第62頁綜合現金變動表及第91至第92頁賬項附註12。

一項列有本集團持有之主要物業（作發展及／或出售或投資用途）之附表載於第132至第138頁。

借貸及債券

本集團及本公司在二零零一年十二月三十一日之銀行貸款及其他借貸之詳情分別載於第98、第101及第108頁賬項附註17(b)、19(E)、23及24。

本公司及其任何附屬公司於年內任何時間概無發行或已發行任何類別之債券。

於本年度內本集團將發展中物業所佔為數18,188,000港元之利息支出资本化。

MAJOR CUSTOMERS AND SUPPLIERS

Of the turnover of the Group for the year, less than 30% was attributable to the Group's five largest customers.

During the year, 52% of the Group's purchases were attributable to the Group's five largest suppliers with the largest supplier accounting for 14% of the Group's purchases. None of the Directors of the Company, their associates or any shareholder (which to the knowledge of the Directors owns more than 5% interest in the Company's issued share capital) has any interest in the Group's five largest suppliers.

DONATIONS

During the year ended 31st December, 2001, the Group donated HK\$127,000 to charitable and other causes.

FIXED ASSETS

During the year ended 31st December, 2001, the Group acquired fixed assets amounting to approximately HK\$15,588,000 and disposed of and wrote off assets with an aggregate net book value of approximately HK\$7,963,000.

Movements in fixed assets of the Group during the year are shown in the Consolidated Cash Flow Statement on pages 60 to 62 and in Note 12 to the financial statements on pages 91 to 92.

A schedule of the principal properties held by the Group, either under development and/or for sale or investment purposes, is set out on pages 132 to 138.

BORROWINGS AND DEBENTURES

Details of bank loans and other borrowings of the Group and of the Company as at 31st December, 2001 are set out in Notes 17(b), 19(E), 23 and 24 to the financial statements on pages 98, 101 and 108 respectively.

No debentures of any class were issued by the Company or any of its subsidiaries, or were in issue at any time during the year.

Interest expenses of HK\$18,188,000 attributable to properties under development were capitalised by the Group during the year.

股本

由於本公司之董事行使獲授予之購股權認購本公司股份，本公司於回顧年度內共配發及發行25,000,000股每股面值0.50港元之新股份，所得現金總代價為12,750,000港元。

於二零零一年十二月三十一日，本公司股本中共有1,084,749,112股每股面值0.50港元之已發行股份。

本公司股本之詳情載於第102至第103頁賬項附註20。

購買、出售或贖回上市證券

於截至二零零一年十二月三十一日止年度內，本公司或其任何附屬公司並無購買、出售或贖回任何本公司之上市證券。

優先購買權

本公司之《公司組織章程大綱及細則》，以及《開曼群島公司法》並無有關優先購買權之條文。

董事

於本報告書刊發之日及於本年度內在任之本公司董事局成員如下：

董事姓名

仝玉潔先生(主席)

徐 楓女士(董事總經理)

(於二零零一年十二月四日正式
就任為董事總經理)

李玉田先生

孫道存先生

宋四君先生

莊然真先生

湯子同先生

(於二零零一年十二月四日獲委任)

董慧儀女士(獨立非執行董事)

陸耀祖先生(獨立非執行董事)

吳在欒先生

(於二零零一年二月六日辭職)

湯君年先生

(於二零零一年十二月四日辭職)

本公司各現任董事之簡介載於第29及第31頁。

SHARE CAPITAL

During the year under review, the Company allotted and issued an aggregate of 25,000,000 new shares of HK\$0.50 each for a total cash consideration of HK\$12,750,000 upon exercise of subscription rights under options granted to the Directors of the Company.

As at 31st December, 2001, 1,084,749,112 shares of HK\$0.50 each in the Company's capital were in issue.

Details of the share capital of the Company are set out in Note 20 to the financial statements on pages 102 to 103.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year ended 31st December, 2001, there was no purchase, sale or redemption by the Company, or any of its subsidiaries, of the Company's listed securities.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Memorandum and Articles of Association of the Company and the Companies Law of the Cayman Islands.

DIRECTORS

The Directors of the Company as at the date of this Report and those who were in office during the year are:

Name of Directors

Mr Tung Yu Jeh (*Chairman*)

Madam Hsu Feng (*Managing Director*) (appointed as Managing Director with effect from 4th December, 2001)

Mr Lee Yu Tien

Mr Sun Tao Tsun

Mr Sung Tze Chun

Mr Chuang Hsiao Chen

Mr Tong Albert (appointed on 4th December, 2001)

Madam Tung Wai Yee

(*Independent Non-Executive Director*)

Mr Lu Yao-Tsu

(*Independent Non-Executive Director*)

Mr Wu Choi Sun, William (resigned on 6th February, 2001)

Mr Tong Cun Lin (resigned on 4th December, 2001)

A profile of the existing Directors of the Company is shown on pages 30 and 32.

有關於年度內支付予本公司董事之酬金之資料載於第86至第88頁賬項附註7。

根據本公司之《公司組織章程細則》第99條之規定，湯子同先生乃獲董事局委任為董事，其任期在獲委任後之來屆股東週年大會上屆滿；故彼將於應屆股東週年大會上退任，惟合資格並願意膺選後連任。

根據本公司之《公司組織章程細則》第116條之規定，本公司所有董事(包括獨立非執行董事)均須於本公司之股東週年大會上依章輪值退任。第116條細則規定，於每屆股東週年大會上，本公司當時三分之一之董事或(若董事之數目並非三人或三之倍數)最接近三分之一數目之董事(自獲選連任董事以來任期最長者)將須依章退任並均可膺選後連任。

根據本公司之《公司組織章程細則》第116條之規定，徐楓女士、李玉田先生及董慧儀女士將於應屆股東週年大會上依章輪值退任，惟有資格並願意膺選後連任。

獲提名在應屆股東週年大會上連任之本公司董事與本公司或其任何附屬公司之間並無服務合約為尚未屆滿，且聘用公司於一年內不作出賠償(法定賠償例外)則不得終止者。

Information relating to emoluments paid to the Company's Directors during the year is set out in Note 7 to the financial statements on pages 86 to 88.

In accordance with Article 99 of the Articles of Association of the Company, Mr Tong Albert, being a Director appointed by the Board of Directors, shall hold office only until the next following annual general meeting of the Company after his appointment and therefore will retire at the forthcoming annual general meeting and being eligible, offers himself for re-election.

All Directors of the Company, including the independent non-executive Directors, are subject to retirement by rotation at annual general meetings of the Company in accordance with Article 116 of the Articles of Association of the Company. Article 116 provides that at each annual general meeting one-third of the Directors of the Company for the time being (or if their number is not three or a multiple of three, then the number nearest to one-third), who have been longest in office since their last election, shall retire from office and shall be eligible for re-election.

Pursuant to Article 116 of the Articles of Association of the Company, Madam Hsu Feng, Mr Lee Yu Tien and Madam Tung Wai Yee will retire by rotation at the forthcoming annual general meeting. Being eligible, they offer themselves for re-election.

None of the Directors of the Company proposed for re-election at the forthcoming annual general meeting have an unexpired service contract with the Company or any of its subsidiaries, which is not determinable by the employing company within one year without payment of compensation (other than statutory compensation).

董事之證券權益

於二零零一年十二月三十一日，本公司各董事於本公司或其相聯法團（按《證券(披露權益)條例》（「《披露權益條例》」）之定義詮釋）之證券或任何可認購本公司證券之權利中，須遵照《披露權益條例》第28條及香港聯合交易所有限公司（「聯交所」）之《證券上市規則》（「《上市規則》」）知會本公司及聯交所之實益權益（包括根據《披露權益條例》第31條或附表第一部被視為或假設持有之權益），或須遵照《披露權益條例》第29條列入該條例所述之登記名冊之實益權益如下：

本公司－每股面值0.50港元之股份

董事姓名	於本公司之股份數目				總數
	個人權益	家屬權益	公司權益	其他權益	
仝玉潔先生	無	無	無(A)	無	無
徐 楓女士	26,116,000	158,537,015(B)	無(C)	無	184,653,015
李玉田先生	無	無	無(A)	無	無
孫道存先生	無	無	無(A)	無	無
宋四君先生	244,000	無	無(C)	無	244,000
莊然真先生	無	無	無	無	無
湯子同先生	無	無	無(C)	無	無
董慧儀女士	無	無	無(C)	無	無
陸耀祖先生	無	無	無	無	無

DIRECTORS' INTERESTS IN SECURITIES

As at 31st December, 2001, the beneficial interests of the Directors of the Company in the securities of the Company or of its associated corporations (within the meaning of the Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance")) and in any right to subscribe for securities of the Company, which had to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Section 28 of the SDI Ordinance and the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") (including interests which they were deemed or taken to have under Section 31 or Part I of the Schedule of the SDI Ordinance) or which were required, pursuant to Section 29 of the SDI Ordinance, to be entered in the register referred to therein, were as follows:

THE COMPANY – Shares of HK\$0.50 each

Name of Directors	Number of shares in the Company				Total
	Personal Interests	Family Interests	Corporate Interests	Other Interests	
Mr Tung Yu Jeh	Nil	Nil	Nil(A)	Nil	Nil
Madam Hsu Feng	26,116,000	158,537,015(B)	Nil(C)	Nil	184,653,015
Mr Lee Yu Tien	Nil	Nil	Nil(A)	Nil	Nil
Mr Sun Tao Tsun	Nil	Nil	Nil(A)	Nil	Nil
Mr Sung Tze Chun	244,000	Nil	Nil(C)	Nil	244,000
Mr Chuang Hsiao Chen	Nil	Nil	Nil	Nil	Nil
Mr Tong Albert	Nil	Nil	Nil(C)	Nil	Nil
Madam Tung Wai Yee	Nil	Nil	Nil(C)	Nil	Nil
Mr Lu Yao-Tsu	Nil	Nil	Nil	Nil	Nil

附註：

- (A) 下列公司(均為於英屬處女群島註冊成立之私人公司，並最終由一間台灣之上市公司－太平洋電線電纜股份有限公司所控制)實益持有本公司之股份共306,545,800股：

公司名稱	持有股份數目
Austway Services Limited	64,625,000
Berger Systems Limited	13,810,500
Elan Investments Limited	189,541,000
Montford Limited	22,619,300
Top Target Limited	15,950,000
	306,545,800

全玉潔先生及李玉田先生分別為太平洋電線電纜股份有限公司之榮譽董事長及榮譽副董事長，而孫道存先生則為該公司之董事長。

- (B) 該158,537,015股股份乃由徐楓女士之丈夫湯君年先生實益持有或根據《披露權益條例》被視為持有。
- (C) 下列公司(均為於香港註冊成立之私人公司，並為於香港上市之川河集團有限公司(「川河」)之全資附屬公司)實益持有本公司之股份共162,804,722股：

公司名稱	持有股份數目
富義企業有限公司	14,985,788
瑞展有限公司	147,818,934
	162,804,722

於二零零一年十二月三十一日，在上述本公司股份數目中，合共118,000,000股已抵押予一間財務機構。該等已抵押股份之實益權益概無任何變動。本公司於二零零二年二月悉數償還該財務機構之貸款後，該抵押已獲解除。

徐楓女士、宋四君先生、湯子同先生及董慧儀女士為川河之董事，宋四君先生根據《披露權益條例》亦為該公司之主要股東。

除上文及本報告書標題為「購股權計劃」一節所披露者外，於二零零一年十二月三十一日，本公司各董事及其聯繫人士於本公司或其任何相聯法團之證券中概無擁有任何權益，及在回顧年度內不曾獲授予或行使任何可認購本公司之證券之權利，而該等權益或權利為須遵照《披露權益條例》第28條及《上市規則》知會本公司及聯交所者(包括根據《披露權益條例》第31條或附表第一部被視為或假設持有之權益)，或須遵照《披露權益條例》第29條登記於該條例所述之登記名冊者。

Notes:

- (A) The following companies, being private companies incorporated in the British Virgin Islands and ultimately controlled by Pacific Electric Wire & Cable Company Limited (a listed company in Taiwan), beneficially held an aggregate of 306,545,800 shares in the Company:

Name of companies	Number of shares held
Austway Services Limited	64,625,000
Berger Systems Limited	13,810,500
Elan Investments Limited	189,541,000
Montford Limited	22,619,300
Top Target Limited	15,950,000
	306,545,800

Mr Tung Yu Jeh and Mr Lee Yu Tien are the honorary chairman and honorary vice chairman respectively of Pacific Electric Wire & Cable Company Limited of which Mr Sun Tao Tsun is the chairman.

- (B) The 158,537,015 shares were beneficially held or were deemed, pursuant to the SDI Ordinance, to be held by Mr Tong Cun Lin, husband of Madam Hsu Feng.
- (C) The following companies, being private companies incorporated in Hong Kong and wholly-owned subsidiaries of Rivera (Holdings) Limited ("RHL") (a listed company in Hong Kong), beneficially held an aggregate of 162,804,722 shares in the Company:

Name of companies	Number of shares held
Forty Enterprises Company Limited	14,985,788
Shine Trip Limited	147,818,934
	162,804,722

A total of 118,000,000 shares out of the above number of shares of the Company were subject to a share charge in favour of a financial institution as at 31st December, 2001. There was no change in beneficial interest in those shares subject to the share charge. The share charge was released following the repayment of loan to that financial institution in full in February 2002.

Madam Hsu Feng, Mr Sung Tze Chun, Mr Tong Albert and Madam Tung Wai Yee are directors of RHL of which Mr Sung Tze Chun is also a substantial shareholder pursuant to the SDI Ordinance.

Save as disclosed above and in the paragraph headed "Share Option Scheme" in this Report, none of the Directors of the Company and their associates had any interest in the securities of the Company or of any of its associated corporations as at 31st December, 2001, or was granted any right to subscribe for securities of the Company or exercised such right during the year under review, which had to be notified to the Company and the Stock Exchange pursuant to Section 28 of the SDI Ordinance and the Listing Rules (including interests which they were deemed or taken to have under Section 31 or Part I of the Schedule of the SDI Ordinance) or which were required, pursuant to Section 29 of the SDI Ordinance, to be entered in the register referred to therein.

購股權計劃

本公司已於一九九零年十月設立一項僱員優先購股權計劃（「購股權計劃」）；據此，本公司董事局獲授權向合資格人士（包括本公司及其附屬公司之董事、行政人員及僱員）授予可認購本公司股本中每股面值0.50港元之普通股份之購股權。購股權計劃之有效期為十年；於該有效期後，並不可再授出購股權，惟在任何其他情況下，購股權計劃之條款將繼續有效及適用於已授出但未被行使之購股權。

於本年度之始，下列本公司當時之董事持有根據購股權計劃之購股權；據此，彼等可於彼等各自之授出日期起計三年內有權以每股0.51港元之認購價認購本公司之股份，而於年內，彼等皆悉數行使其購股權。有關詳情載列如下：

董事名稱	於二零零一年 一月一日 根據購股權			已認購 股份數目
	可認購之股份數目	授出日期	行使日期	
全玉潔先生 (1)	2,000,000	一九九八年 六月十五日	二零零一年 六月八日	2,000,000
湯君年先生 (2)	3,000,000	一九九八年 五月十八日	二零零一年 五月十日	3,000,000
徐 楓女士 (2)	2,000,000	一九九八年 五月十八日	二零零一年 五月十日	2,000,000
孫道存先生 (1)	2,000,000	一九九八年 六月十五日	二零零一年 六月八日	2,000,000
宋四君先生 (3)	16,000,000	一九九八年 五月十八日	二零零一年 五月十六日	16,000,000
	<u>25,000,000</u>			<u>25,000,000</u>

附註：

- (1) 在緊接二零零一年六月八日前之本公司每股股份之加權平均收市價為0.536港元。
- (2) 在緊接二零零一年五月十日前之本公司每股股份之加權平均收市價為0.456港元。
- (3) 在緊接二零零一年五月十六日前之本公司每股股份之加權平均收市價為0.469港元。

於上述購股權獲行使後，概無根據購股權計劃尚未行使之購股權，而購股權計劃亦自此宣告失效。

除上文所披露外，於本年度內或年度終結日，本公司之董事或主要股東或彼等各自之聯繫人士，或購股權計劃下之任何合資格人士概無根據購股權計劃持有或行使任何尚未行使之購股權或獲授予任何額外之購股權。

SHARE OPTION SCHEME

The Company has established an employee share option scheme (the "Share Option Scheme") in October 1990 whereby the Directors of the Company were empowered to offer eligible persons, which included directors, officers and employees of the Company and its subsidiaries, options to subscribe for ordinary shares of HK\$0.50 each in the Company. The Share Option Scheme was valid and effective for a period of ten years, after which period no options could be granted but in all other respect the provisions of the Share Option Scheme should remain in full force and effect for those outstanding options previously granted.

At the beginning of the year, the following then Directors of the Company held options under the Share Option Scheme by which they were entitled to subscribe for shares of the Company at a subscription price of HK\$0.51 per share during a period of three years commencing from their respective date of grant and they exercised all their options during the year, details of which are shown as follows:

Name of Directors	Number of shares subject to the options as at 1st January, 2001	Date of grant	Date of exercise	Number of shares subscribed for
Mr Tung Yu Jeh (1)	2,000,000	15th June, 1998	8th June, 2001	2,000,000
Mr Tong Cun Lin (2)	3,000,000	18th May, 1998	10th May, 2001	3,000,000
Madam Hsu Feng (2)	2,000,000	18th May, 1998	10th May, 2001	2,000,000
Mr Sun Tao Tsun (1)	2,000,000	15th June, 1998	8th June, 2001	2,000,000
Mr Sung Tze Chun (3)	<u>16,000,000</u>	18th May, 1998	16th May, 2001	<u>16,000,000</u>
	<u>25,000,000</u>			<u>25,000,000</u>

Notes:

- (1) The weighted average closing price per share of the Company immediately before 8th June, 2001 was HK\$0.536.
- (2) The weighted average closing price per share of the Company immediately before 10th May, 2001 was HK\$0.456.
- (3) The weighted average closing price per share of the Company immediately before 16th May, 2001 was HK\$0.469.

Upon the aforesaid exercises of options, there was no outstanding option under the Share Option Scheme which then ceased to be of any effect.

Save as disclosed herein, during the year and at the end of the year, neither the Directors nor the substantial shareholders of the Company nor their respective associates nor any eligible persons under the Share Option Scheme held any options or exercised any outstanding options or were granted any additional options pursuant to the Share Option Scheme.

除購股權計劃外，於截至二零零一年十二月三十一日止年度內任何時間或年度終結日，本公司或其任何附屬公司概無參與任何安排，致使本公司董事可透過認購本公司或其他任何法人團體之股份或債券而獲益。

重大合約

徐楓女士（「徐女士」）在一項由(a)本公司之間接全資附屬公司－荔島有限公司（「荔島」）與(b)徐女士於一九九三年十二月十八日所簽訂之協議（「《承租協議》」）中擁有一項權益。根據《承租協議》，荔島同意訂立一項租約，以人民幣21,400,000元之固定租金租用將在中華人民共和國北京市東城區一幅面積約2,335.80平方米之地塊上重建之物業（「該物業」），租約年期初步由重建完成後起計十二年（「該租約」）。該物業乃根據一項由(a)徐女士與(b)東城區華興房地產開發建設經營公司（「華興」）於一九九三年十二月十六日所簽訂之協議（「《重建協議》」）進行重建；據此，華興同意以固定費用人民幣21,400,000元替徐女士收購及重建該物業為一所四合院（「重建計劃」）。

《承租協議》內規定，倘徐女士根據《重建協議》應支付予華興之數額若超逾人民幣21,400,000元，則超逾之數額將由荔島支付，而該租約之年期亦會按每超出人民幣1,783,333元展期一年，餘額則按比例予以展期。

本公司於一九九六年六月二十八日宣佈，由於在勸遷該物業之原居民時出現困難，原先預計於一九九六年六月三十日（該租約原應予以生效之日期）以前完成之重建計劃受到阻延。

於本年度內，本公司經檢討其近期業務發展並認為不再需要及在可見將來並非必要在北京設立據點，故決定撤銷《承租協議》。於二零零一年七月三十一日，荔島及徐女士均同意終止《承租協議》，並自當日起生效。根據《承租協議》由荔島支付總數為人民幣19,500,000元之款項已於當日全數退還予荔島。

除本文所披露者外，於年度終結日或截至二零零一年十二月三十一日止年度內任何時間，本公司或其任何附屬公司概無訂立任何本公司董事直接或間接擁有重大權益之重大合約。

退休金計劃

本公司為其所有於香港之僱員參與了一個於《強制性公積金計劃條例》（「《強積金條例》」）下註冊之退休金計劃。該退休金計劃為界定供款計劃並由二零零零年十二月起生效。該計劃乃根據《強積金條例》之條款由僱主及僱員作出供款。如僱主對該計劃作出自願性之供款，則此性質之已被沒收之供款可用作抵銷僱主將來應付而未付之自願性供款款額。

Apart from the Share Option Scheme, at no time during the year nor at the end of the year ended 31st December, 2001 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 of any other body corporate.

SIGNIFICANT CONTRACTS

Madam Hsu Feng ("Madam Hsu") had an interest in an agreement made on 18th December, 1993 between (a) Minato Limited ("Minato"), an indirect wholly-owned subsidiary of the Company, and (b) Madam Hsu (the "Agreement to Lease"). Pursuant to the Agreement to Lease, Minato has agreed to enter into a lease agreement to lease the premises to be redeveloped on a site of approximately 2,335.80 square metres at Eastern City District, Beijing, the People's Republic of China (the "Property") at a fixed rental of RMB21,400,000 for an initial term of 12 years upon completion of the redevelopment (the "Lease"). The Property was to be redeveloped pursuant to an agreement signed on 16th December, 1993 (the "Redevelopment Agreement") between (a) Madam Hsu and (b) Eastern City District Hua Xin Property Development & Construction Company ("Hua Xin") whereby Hua Xin has agreed to acquire and redevelop the Property into a quadrangle for Madam Hsu at a fixed fee of RMB21,400,000 (the "Redevelopment").

It was provided in the Agreement to Lease that if the amount payable by Madam Hsu to Hua Xin under the Redevelopment Agreement exceeded RMB21,400,000, such excess would be borne by Minato and the term of the Lease would be extended for one additional year for each sum of RMB1,783,333 of the excess and a pro rata part thereof for the remaining excess.

The Company announced on 28th June, 1996 that the Redevelopment, which was originally expected to be completed before 30th June, 1996 on which date the Lease should commence, had been delayed due to difficulties encountered in the resettlement of residents of the Property.

During the year, the Company has reviewed its recent business development and considered that it had no longer been and would not in reasonable future be necessary to establish a presence in Beijing and hence determined to rescind the Agreement to Lease. On 31st July, 2001, Minato and Madam Hsu mutually agreed to terminate the Agreement to Lease with effect from that day and the total amount of RMB19,500,000 paid by Minato pursuant to the Agreement to Lease was refunded to Minato in full on that date.

Save as disclosed herein, no contracts of significance to which the Company or any of 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 ended 31st December, 2001.

PENSION SCHEMES

The Company participates in a pension scheme, which was registered under the Mandatory Provident Fund Schemes Ordinance (the "MPF Ordinance"), for all its employees in Hong Kong. The scheme is a defined contribution scheme effective from December 2000 and is funded by contributions from employer and employees according to the provisions of the MPF Ordinance. Should there be employer's voluntary contributions to the scheme, forfeited contributions in this nature can be applied to reduce the amount of future voluntary contributions payable by the employer.

於回顧年度內，本公司對該計劃作出之供款及計入利潤表之款項總額約達230,000港元（二零零零年：約22,000港元），且並無已被沒收之供款。

主要股東權益

根據本公司遵照《披露權益條例》第16(1)條之規定須予保存之主要股東權益登記名冊所記錄及遵照《上市規則》之條文，下列股東於二零零一年十二月三十一日擁有本公司全部已發行股本中10%或以上權益：

主要股東名稱	持有股份數目 (佔本公司全部 已發行股本之百分比)
太平洋電線電纜股份有限公司 (附註a)	306,545,800 (28.26%)
Moon View Ventures Limited (附註a)	306,545,800 (28.26%)
Blinco Enterprises Limited (附註a)	306,545,800 (28.26%)
Montford Limited (附註a及b)	306,545,800 (28.26%)
Elan Investments Limited (附註b)	189,541,000 (17.47%)
川河集團有限公司 (附註c)	162,804,722 (15.01%)
湯君年先生	158,537,015 (14.62%)
瑞展有限公司 (附註c)	147,818,934 (13.63%)

附註：

- (a) 上述提及之306,545,800股乃指本公司股本中之同一批股份，該等股份由Montford Limited（「Montford」）及其附屬公司實益持有。Montford為一間由Blinco Enterprises Limited（「Blinco」）所全資擁有之公司；而Blinco為Moon View Ventures Limited（「Moon View」）之全資附屬公司；此外，Moon View亦為太平洋電線電纜股份有限公司（「太平洋電線電纜」）之附屬公司。因此，太平洋電線電纜、Moon View及Blinco根據《披露權益條例》第8(2)、(3)及(4)條被視為持有該306,545,800股股份之權益。

有關太平洋電線電纜、Moon View、Blinco及Montford持有及／或視為持有之權益詳情載於本報告書內標題為「董事之證券權益」一節之附註(A)內。

- (b) 由於Elan Investments Limited（「Elan」）為Montford之全資附屬公司，因此根據《披露權益條例》第8(2)、(3)及(4)條之規定，列於Montford名下之股份總數中已包括Elan上述所申報持有之全部189,541,000股股份。
- (c) 瑞展有限公司為川河集團有限公司（「川河」）旗下之全資附屬公司，因此根據《披露權益條例》第8(2)、(3)及(4)條之規定，瑞展有限公司所擁有之權益乃構成川河上述申報之權益總數之一部份。

川河根據《披露權益條例》被視為持有之權益詳情載於本報告書內標題為「董事之證券權益」一節之附註(C)內。

During the year under review, the total amount contributed by the Company to the scheme and charged to the income statement amounted to approximately HK\$230,000 (2000: approximately HK\$22,000) and no contributions were forfeited.

SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 31st December, 2001, the following shareholders were interested in 10% or more of the total issued share capital of the Company as recorded in the Register of Substantial Shareholders' Interests kept by the Company under Section 16(1) of the SDI Ordinance and pursuant to the provisions of the Listing Rules:

Name of substantial shareholders	Number of shares held (proportion to the total issued share capital of the Company)
Pacific Electric Wire & Cable Company Limited (<i>Note a</i>)	306,545,800 (28.26%)
Moon View Ventures Limited (<i>Note a</i>)	306,545,800 (28.26%)
Blinco Enterprises Limited (<i>Note a</i>)	306,545,800 (28.26%)
Montford Limited (<i>Notes a & b</i>)	306,545,800 (28.26%)
Elan Investments Limited (<i>Note b</i>)	189,541,000 (17.47%)
Rivera (Holdings) Limited (<i>Note c</i>)	162,804,722 (15.01%)
Mr Tong Cun Lin	158,537,015 (14.62%)
Shine Trip Limited (<i>Note c</i>)	147,818,934 (13.63%)

Notes:

- (a) The references to 306,545,800 shares relate to the same block of shares in the Company which were beneficially held by Montford Limited ("Montford") and its subsidiaries. Montford is a company wholly-owned by Blinco Enterprises Limited ("Blinco"), which is a wholly-owned subsidiary of Moon View Ventures Limited ("Moon View"), which in turn is a subsidiary of Pacific Electric Wire & Cable Company Limited ("PEWC") and therefore PEWC, Moon View and Blinco are deemed to be interested in such 306,545,800 shares as a result of Section 8(2), (3) and (4) of the SDI Ordinance.

Details of the interests held and/or deemed to be held by PEWC, Moon View, Blinco and Montford are set out in Note (A) to the paragraph headed "Directors' Interests in Securities" in this Report.

- (b) Since Elan Investments Limited ("Elan") is a wholly-owned subsidiary of Montford, hence, pursuant to Section 8(2), (3) and (4) of the SDI Ordinance, the total number of shares shown under the name of Montford included, inter alia, the entire interest held by Elan of 189,541,000 shares as declared above.
- (c) Shine Trip Limited is a wholly-owned subsidiary of Rivera (Holdings) Limited ("RHL") and the interest of Shine Trip Limited therefore constituted a part of the total interests of RHL as declared above pursuant to Section 8(2), (3) and (4) of the SDI Ordinance.

Details of the interests deemed to be held by RHL under the SDI Ordinance are set out in Note (C) to the paragraph headed "Directors' Interests in Securities" in this Report.

除上述權益外，據本公司董事局所知，於二零零一年十二月三十一日，概無任何人士擁有本公司全部已發行股本中至少10%權益。

管理合約

於截至二零零一年十二月三十一日止年度內，本公司概無訂立或存在任何涉及管理和處理本公司全部或任何重大部份業務之合約。

財務概要

本集團過往五個財政年度／期間之業績及財務狀況概要載於第140及第141頁。

核數師

本年度賬項由德勤•關黃陳方會計師行審核，該會計師行為本公司於過往三個財政年度之核數師。

該會計師行將於本公司應屆之股東週年大會散會時退任，惟合資格並願意在膺選後連任。

公司管治

董事局認為，本公司於截至二零零一年十二月三十一日止年度內一直遵守《上市規則》附錄十四所載之《最佳應用守則》。

董事局已成立一個審核委員會，委員會成員現包括董慧儀女士及陸耀祖先生，兩位皆為本公司之獨立非執行董事。委員會並定期與核數師舉行會議，以審查及監察本集團之財務申報程序及內部監控運作。

代表
董事局
董事總經理
徐楓

香港，二零零二年四月十六日

Save for the above interests, the Directors of the Company are not aware of any person being interested in at least 10% of the total issued share capital of the Company as at 31st December, 2001.

MANAGEMENT CONTRACTS

No contracts for the management and administration of the whole or any substantial part of any business of the Company were entered into or subsisted during the year ended 31st December, 2001.

FINANCIAL SUMMARY

A summary of the results and financial position of the Group for the preceding five financial years/period is set out on pages 140 and 141.

AUDITORS

The financial statements for the year have been audited by Messrs Deloitte Touche Tohmatsu who were the Auditors of the Company for the preceding three financial years.

They will retire at the conclusion of the forthcoming annual general meeting of the Company and, being eligible, offer themselves for re-appointment.

CORPORATE GOVERNANCE

In the opinion of the Directors, the Company has complied with the Code of Best Practice set out in Appendix 14 to the Listing Rules throughout the year ended 31st December, 2001.

An Audit Committee has already been set up by the Directors and is now composed of Madam Tung Wai Yee and Mr Lu Yao-Tsu, both of whom are independent non-executive Directors of the Company. The Committee held regular meetings to review and supervise the Group's financial reporting process and internal controls together with the Auditors.

On behalf of the Board

Hsu Feng

Managing Director

Hong Kong, 16th April, 2002