



The Directors of the Company 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.

PRINCIPAL ACTIVITIES

The principal activities of the Group during the year were investment holding, and property development and investment.

During the year, the Company acted as an investment holding company while the principal activities and other particulars of the Company’s principal subsidiaries are listed out in Note 16 to the financial statements on pages 73 to 76.

RESULTS AND APPROPRIATIONS

Details of the Group’s results for the year ended 31st December, 2001 are set out on pages 43 to 100. As the Group’s operation was attributable to the property development and investment located in Macau, no analysis on business and geographical segments is presented.

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).

Movements in reserves of the Group and of the Company during the year are shown in Note 23 to the financial statements on pages 86 to 90.

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, the Group had no suppliers whose goods or services were specific to the business of the Group and which were not readily available from alternative sources.

REPORT OF THE DIRECTORS



本公司董事局同寅謹向股東提呈本報告書與及本公司和其附屬公司(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。

主要業務

本集團在年內主要經營投資控股、物業發展及投資。

本公司在年內作為一間投資控股公司，而其主要附屬公司之主要業務及其他資料載於第73至第76頁賬項附註16。

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43至第100頁。由於本集團之業務均為位於澳門之物業發展及投資，故並無呈列按業務及經營地區分類之分析。

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派發截至二零零一年十二月三十一日止年度之末期股息(二零零零年：無)。

本集團及本公司年內之儲備變動載於第86至第90頁賬項附註23。

主要客戶及供應商

本集團前五大客戶佔本集團年內的營業額不足30%。

於年內，本集團並無供應商提供的商品或服務為本集團業務特別所需，及不能由其他來源輕易替代。



DONATIONS

No donations for charitable or other purposes were made by the Group during the year.

FIXED ASSETS

Movements in fixed assets of the Group and of the Company during the year are shown in Note 15 to the financial statements on page 72.

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 21 and 24(a) to the financial statements on page 83 and pages 90 to 92 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.

No interest was capitalised by the Group during the year ended 31st December, 2001.

SHARE CAPITAL

During the year under review, the Company has not issued any new shares in the capital.

As at 31st December, 2001, 1,340,455,426 shares of HK\$0.05 each in the capital of the Company were in issue.

Details of the share capital of the Company are shown in Note 22 to the financial statements on pages 83 to 85.

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.

REPORT OF THE DIRECTORS



捐款

年內本集團並無為慈善或其他用途作出捐款。

固定資產

在年內本集團及本公司之固定資產之變動情況載於第72頁賬項附註15。

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83頁及第90至第92頁賬項附註21及24(甲)。

本公司或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。

於截至二零零一年十二月三十一日止年度內本集團概無將任何利息資本化。

股本

本公司於回顧年度內並未發行任何新股份。

於二零零一年十二月三十一日，本公司股本中共有1,340,455,426股每股面值0.05港元之已發行股份。

本公司之股本詳情載於第83至第85頁賬項附註22。

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。



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 Tong Cun Lin (*Chairman*)

Madam Hsu Feng

Mr Sung Tze Chun

(Appointed on 19th July, 2001)

Mr Tung Ming-Hsun

Mr Tong Albert

(Appointed on 5th March, 2001)

Mr Liang Jung-chi

(*Independent Non-Executive Director*)

Madam Tung Wai Yee

(*Independent Non-Executive Director*)

Mr Wu Choi Sun, William

(Resigned on 6th February, 2001)

A profile of the existing Directors of the Company is shown on page 21.

No emoluments were paid to the Company's Directors during the year.

Pursuant to Article 73 of the Company's Articles of Association, Mr Sung Tze Chun, 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 will therefore retire at the forthcoming annual general meeting. Being eligible, he 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 the Company's Articles of Association. Articles 77 to 79 provide that at each annual general meeting one-third of the Directors for the time being shall retire from office and the Directors to retire in every year shall be those who have been longest in office since their last election and shall be eligible for re-election. In this connection, Mr Tong Cun Lin and Madam Tung Wai Yee shall retire by rotation at the forthcoming annual general meeting of the Company and, being eligible, offer themselves for re-election.

None of the Directors of the Company proposed for re-election at the forthcoming annual general meeting has 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).

REPORT OF THE DIRECTORS



董事

於本報告書刊發之日及於年內在任之本公司董事局成員如下：

董事名稱

湯君年先生 (主席)

徐 楓女士

宋四君先生 (於二零零一年七月十九日獲委任)

董明遜先生

湯子同先生 (於二零零一年三月五日獲委任)

梁榮基先生

(獨立非執行董事)

董慧儀女士

(獨立非執行董事)

吳在樂先生

(於二零零一年二月六日辭職)

本公司現任董事之簡介載於第22頁。

於年內，本公司並無支付酬金予董事。

根據本公司之《公司組織章程細則》第73條之規定，宋四君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，惟合資格並願意在膺選後連任。

根據本公司之《公司組織章程細則》，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輪值告退。第77至第79條細則規定，於每屆股東週年大會上，當時三分之一之董事須依章退任；而每年退任之董事須為自其上次膺選擔任董事以來任期最長者；退任董事均可在膺選後連任。據此，湯君年先生及董慧儀女士將於本公司應屆股東週年大會上依章輪值退任，惟合資格並願意在膺選後連任。

於應屆股東週年大會上獲提名連任之本公司董事與本公司或其任何附屬公司並無服務合約尚未屆滿，且聘用公司於一年內不作出賠償(法定賠償除外)則不得終止者。



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:

(1) the Company:

Shares of HK\$0.05 each

Name of Directors	Personal Interests	Number of shares in the Company			Total
		Family Interests	Corporate Interests	Other Interests	
Mr Tong Cun Lin (A)	198,109,220	Nil	Nil	Nil	198,109,220
Madam Hsu Feng (A)	31,000,000	Nil	Nil	Nil	31,000,000
Mr Sung Tze Chun	Nil	Nil	270,692,942(B)	Nil	270,692,942
Mr Tung Ming-Hsun	Nil	Nil	Nil	Nil	Nil
Mr Tong Albert (A)	Nil	Nil	Nil	Nil	Nil
Mr Liang Jung-chi	Nil	Nil	Nil	Nil	Nil
Madam Tung Wai Yee	Nil	Nil	Nil	Nil	Nil

REPORT OF THE DIRECTORS



董事之證券權益

於二零零一年十二月三十一日，本公司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）之證券及任何可認購本公司證券之權利中，須按照《披露權益條例》第28條及香港聯合交易所有限公司（「聯交所」）《證券上市規則》（「《上市規則》」）之規定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作或當作擁有之權益），或遵照《披露權益條例》第29條須登記於該條例所述登記名冊之實益權益如下：

(1) 本公司：

每股面值0.05港元之股份

董事名稱	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	
湯君年先生(A)	198,109,220	無	無	無	198,109,220
徐 楓女士(A)	31,000,000	無	無	無	31,000,000
宋四君先生	無	無	270,692,942(B)	無	270,692,942
董明遜先生	無	無	無	無	無
湯子同先生(A)	無	無	無	無	無
梁榮基先生	無	無	無	無	無
董慧儀女士	無	無	無	無	無

DIRECTORS' INTERESTS IN SECURITIES (continued)

**(2) the Company's associated corporation:
Tomson Group Limited ("TGL")**
Shares of HK\$0.50 each

Name of Directors	Personal Interests	Number of shares in TGL			Total
		Family Interests	Corporate Interests	Other Interests	
Mr Tong Cun Lin (A)	60,872,750(C)	Nil	97,664,265(D)	Nil	158,537,015
Madam Hsu Feng (A)	26,116,000(E)	Nil	Nil	Nil	26,116,000
Mr Sung Tze Chun	244,000(F)	Nil	Nil	Nil	244,000
Mr Tung Ming-Hsun	Nil	Nil	Nil	Nil	Nil
Mr Tong Albert (A)	Nil	Nil	Nil	Nil	Nil
Mr Liang Jung-chi	Nil	Nil	Nil	Nil	Nil
Madam Tung Wai Yee	Nil	Nil	Nil	Nil	Nil

Notes:

- (A) Mr Tong Cun Lin and Madam Hsu Feng are husband and wife while Mr Tong Albert is their son.
- (B) The 270,692,942 shares relate to the same block of shares in the Company which were beneficially held by Peace Forest Limited. Mr Sung Tze Chun is a director and a substantial shareholder of Peace Forest Limited controlling the exercise of more than one-third of voting power at its general meetings and hence Mr Sung is deemed to be interested in such shares pursuant to Section 8(2), (3) and (4) of the SDI Ordinance.
- (C) Mr Tong Cun Lin exercised an option under the employee share option scheme of TGL on 10th May, 2001 to subscribe for 3,000,000 shares of TGL which were then allotted to him on 10th May, 2001.

REPORT OF THE DIRECTORS



董事之證券權益 (續)

(2) 本公司之相聯法團：

湯臣集團有限公司(「湯臣」)

每股面值0.50港元之股份

董事名稱	個人權益	家屬權益	於湯臣之股份數目		總數
			公司權益	其他權益	
湯君年先生(A)	60,872,750(C)	無	97,664,265(D)	無	158,537,015
徐 楓女士(A)	26,116,000(E)	無	無	無	26,116,000
宋四君先生	244,000(F)	無	無	無	244,000
董明遜先生	無	無	無	無	無
湯子同先生(A)	無	無	無	無	無
梁榮基先生	無	無	無	無	無
董慧儀女士	無	無	無	無	無

附註：

- (A) 湯君年先生與徐楓女士為夫婦，而湯子同先生為彼等之兒子。
- (B) 上述270,692,942股乃指本公司股本中之同一批股份。該等股份由和茵有限公司實益持有。宋四君先生乃和茵有限公司之董事及主要股東，控制該公司股東大會上三分之一以上投票權之行使權，因此，根據《披露權益條例》第8(2)、(3)及(4)條，宋先生被視為持有該等股份之權益。
- (C) 湯君年先生於二零零一年五月十日行使按湯臣之僱員優先購股權計劃授予之購股權，認購3,000,000股湯臣股份，該等股份於二零零一年五月十日配發予湯先生。



DIRECTORS' INTERESTS IN SECURITIES (continued)

- (D) The 97,664,265 shares in TGL are held by E-Shares Investments Limited, a company wholly owned by Mr Tong Cun Lin.
- (E) Madam Hsu Feng exercised an option under the employee share option scheme of TGL on 10th May, 2001 to subscribe for 2,000,000 shares of TGL which were then allotted to her on 10th May, 2001.
- (F) Mr Sung Tze Chun exercised an option under the employee share option scheme of TGL on 16th May, 2001 to subscribe for 16,000,000 shares of TGL which were then allotted to him on 16th May, 2001.

Save as disclosed above, 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.

SHARE OPTION SCHEME

The Company operates an employee share option scheme (the "Option Scheme") whereby options may be granted, for a consideration of HK\$1.00 for each grant, to officers, executive directors and employees of the Company or any of its subsidiaries to subscribe for shares in the capital of the Company (the "Shares") so as to enable them to participate in the Company's prosperity and to provide them with an incentive to contribute to the success of the Company. The Option Scheme was adopted in September 1997 and is valid and effective for a period of ten years since then.

The maximum number of Shares in respect of which options may be granted under the Option Scheme shall not exceed 10 per cent of the nominal value of the issued share capital of the Company from time to time excluding those Shares issued under the Option Scheme. Subject to the requirements of the Listing Rules, the maximum entitlement of each participant under the Option Scheme would not exceed 25 per cent of the aggregate number of the Shares for the time being issued and issuable under the Option Scheme. Each option granted is exercisable during a period of three years commencing on the date of acceptance of the offer of the grant and full payment of the subscription price must be made upon exercise.

REPORT OF THE DIRECTORS

董事之證券權益 (續)

- (D) 該97,664,265股湯臣股份由E-Shares Investments Limited持有，該公司由湯君年先生全資擁有。
- (E) 徐楓女士於二零零一年五月十日行使按湯臣之僱員優先購股權計劃授予之購股權，認購2,000,000股湯臣股份，該等股份於二零零一年五月十日配發予徐女士。
- (F) 宋四君先生於二零零一年五月十六日行使按湯臣之僱員優先購股權計劃授予之購股權，認購16,000,000股湯臣股份，該等股份於二零零一年五月十六日配發予宋先生。

除上文所披露者外，於二零零一年十二月三十一日，本公司董事及其任何聯繫人士於本公司或其任何相聯法團之證券中概無擁有權益，彼等於回顧年度內亦不曾獲授予任何可認購本公司證券之權利或行使該權利，而該等權益或權利為須根據《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作或當作擁有之權益），或根據《披露權益條例》第29條須登記於該條例所述登記名冊者。

購股權計劃

本公司設有一項僱員優先購股權計劃（「購股權計劃」），可向本公司或其任何附屬公司之行政人員、執行董事及僱員授予購股權以認購本公司股份（「股份」），每次授出購股權之代價為1港元。該購股權計劃可讓參與者分享本公司之成功，從而激勵他們為本公司成功作出貢獻。購股權計劃於一九九七年九月採納推行，並自當時起計有效期為十年。

根據購股權計劃所能授出之購股權而可予發行之股份總數不得多於本公司不時之已發行股本面值（不計及按購股權計劃已發行之該等股份）之10%。在《上市規則》之規定所規限下，每位購股權計劃參與者最多可獲得之權益不得超逾按購股權計劃於當時已發行及可予發行之股份總數之25%。每項授出之購股權可於接納授予當日起計三年內行使，及在行使時必須全數繳付認購價。



SHARE OPTION SCHEME (continued)

Pursuant to the Listing Rules, the subscription price payable for each Share under the Option Scheme shall be at least the highest of (i) the closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange on the date of grant, which must be a business day; or (ii) the average closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the date of grant; or (iii) the par value of the Shares.

As at 1st January, 2001, Mr Wu Choi Sun, William held an option, which was granted on 7th August, 1998 under the Option Scheme and entitled him to subscribe for 11,000,000 Shares at a subscription price of HK\$0.05 each during a period of three years ended on 6th August, 2001. The option was not exercised and lapsed on 6th March, 2001 upon the expiry of one month following his resignation as a Director of the Company.

Save as disclosed above, none of the Directors or substantial shareholders of the Company, or their respective associates, or any eligible persons under the Option Scheme held any options or were granted any options or exercised any options during the year under review or at the end of the year.

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

SIGNIFICANT CONTRACTS

The Company and Mr Tong Cun Lin, a Director of the Company, entered into an agreement on 14th June, 2001 whereby the Company has agreed conditionally to sell 97,664,265 shares in TGL to Mr Tong at HK\$0.95 each for a total consideration of approximately HK\$92.78 million. As approved by independent shareholders of the Company at an extraordinary general meeting held on 24th July, 2001, the said disposal was completed on 25th July, 2001.

Save as disclosed above, 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 during or at the end of the year.

REPORT OF THE DIRECTORS

購股權計劃 (續)

根據《上市規則》，在購股權計劃下，每股股份應付之認購價應為下列三者中之最高者：(i)股份於授出日期(必須為營業日)在聯交所每日報價表所報之收市價；或(ii)股份於授出日期前五個營業日在聯交所每日報價表所報之平均收市價；或(iii)股份之面值。

於二零零一年一月一日，吳在樂先生持有根據購股權計劃於一九九八年八月七日所授予之購股權，彼可於截至二零零一年八月六日止之三年期間內按認購價每股股份0.05港元認購11,000,000股股份。該購股權並無行使，並已於其辭任本公司董事一職起計一個月屆滿後，在二零零一年三月六日宣告失效。

除上文披露者外，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，概無於回顧年度內或年度終結日時持有、獲授予或行使任何購股權。

除購股權計劃外，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時，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。

重要合約

本公司與本公司董事湯君年先生於二零零一年六月十四日簽訂一項協議；據此，本公司有條件同意以每股0.95港元出售97,664,265股湯臣股份予湯先生，總代價約為92,780,000港元。此項出售已於二零零一年七月二十四日舉行之股東特別大會上獲得本公司之獨立股東批准，並於二零零一年七月二十五日完成。

除上述披露者外，於年內或年度終結日時，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要合約。

PENSION SCHEMES

The Group did not operate any pension scheme for its Directors or employees at any time during the year or at the end of the year.

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)
Peace Forest Limited (<i>Note</i>)	270,692,942 (20.19%)
Mr Sung Tze Chun (<i>Note</i>)	270,692,942 (20.19%)
Mr Tong Cun Lin	198,109,220 (14.78%)

Note: The 270,692,942 shares relate to the same block of shares in the Company which were beneficially held by Peace Forest Limited. Mr Sung Tze Chun is a director and a substantial shareholder of Peace Forest Limited controlling the exercise of more than one-third of voting power at its general meetings and hence Mr Sung is deemed to be interested in such shares pursuant to Section 8(2), (3) and (4) of the SDI Ordinance.

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.

REPORT OF THE DIRECTORS



退休金計劃

於年內任何時間或年度終結日時，本集團並無為其董事或僱員設立任何退休金計劃。

主要股東權益

根據本公司遵照《披露權益條例》第16(1)條之規定予以保存之主要股東權益登記名冊之記錄，以及遵照《上市規則》之條文規定，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	所持之股份數目 (佔本公司全部 已發行股本之百分比)
和茵有限公司(附註)	270,692,942(20.19%)
宋四君先生(附註)	270,692,942(20.19%)
湯君年先生	198,109,220(14.78%)

附註： 上述之270,692,942股乃指本公司股本中之同一批股份。該等股份由和茵有限公司實益持有。宋四君先生乃和茵有限公司之董事及主要股東，控制該公司股東大會上三分之一以上投票權之行使權。因此，根據《披露權益條例》第8(2)、(3)及(4)條，宋先生被視為持有該等股份之權益。

據本公司董事局所知，除上述權益外，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

在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。



FINANCIAL SUMMARY

A summary of the results and financial position of the Group for the preceding five financial years/ period is set out on page 103.

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 to review and supervise the Group's financial reporting process and internal controls. The Committee is composed of the independent non-executive Directors of the Company, Madam Tung Wai Yee and Mr Liang Jung-chi, and held regular meetings to review the results of the Group together with the Auditors.

On behalf of the Board

Sung Tze Chun

Executive Director

Hong Kong, 16th April, 2002

REPORT OF THE DIRECTORS



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103頁。

核數師

本年度的賬項由德勤•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，負責審查及監察本集團之財務申報程序及內部監控運作。委員會成員為本公司之獨立非執行董事董慧儀女士及梁榮基先生。審核委員會定期與核數師舉行會議，以審查本集團業績。

代表
董事局
執行董事
宋四君

香港，二零零二年四月十六日