

REPORT OF THE DIRECTORS

董事會報告

The directors submit their report together with the audited accounts for the year ended 31st December 2001.

GROUP RECONSTRUCTION

The Company was incorporated in Bermuda on 25th September 2000 as an exempted company with limited liability under the Companies Act 1981 of Bermuda (as amended). Pursuant to a group reconstruction (the “group reconstruction”) completed on 11th December 2000 in preparation for the listing of the Company’s shares on the Main Board of the Stock Exchange, the Company acquired the entire issued share capital of World Trade Bun Kee (BVI) Ltd. (“World Trade (BVI)”) through a share swap and became the holding company of World Trade (BVI) and its subsidiaries. Details of the group reconstruction are set out in the prospectus of the Company dated 12th December 2000. The Company’s shares were listed on the Stock Exchange on 21st December 2000. The group reconstruction has been reflected in the accounts by regarding the Company as having been the holding company of the group from the beginning of the earliest period presented. The basis of preparation for these accounts is set out in note 1 to the accounts.

PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding. The activities of the subsidiaries are set out in note 13 to the accounts.

An analysis of the Group’s turnover and contribution to operating profit for the year by principal activity is set out in note 3 to the accounts.

RESULTS AND APPROPRIATIONS

The results for the year are set out in the consolidated profit and loss account on page 28.

The directors recommend the payment of a final dividend of HK\$0.04 per ordinary share.

董事會欣然提呈其截至二零零一年十二月三十一日止年度之報告連同該年度之經審核賬目。

集團重組

本公司於二零零零年九月二十五日在百慕達根據百慕達一九八一年公司法(經修訂)註冊成立為獲豁免有限公司。根據為籌備本公司股份在香港聯合交易所有限公司(「聯交所」)主板上市而於二零零零年十二月十一日完成之集團重組(「集團重組」)，本公司透過互換股份而購入World Trade Bun Kee (BVI) Ltd. (「World Trade (BVI)」)全部已發行股本，並成為World Trade (BVI)及其附屬公司之控股公司。集團重組之詳情載於本公司於二零零零年十二月十二日刊發之售股章程內。本公司之股份於二零零零年十二月二十一日在聯交所上市。集團重組已在賬目反映，方式是將本公司視為於賬目所提呈之最早期間開始時即為集團之控股公司。編製基準載於賬目附註1。

按主要業務及地域分析之業務

本公司之主要業務為投資控股，而其附屬公司之業務則載於賬目附註13。

按主要業務就本集團營業額及經營溢利貢獻所作之分析載於賬目附註3。

業績及分配

年內之業績載於第28頁之綜合損益賬。

董事會建議派付末期股息每股普通股0.04港元。

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RESERVES

Movements in the reserves of the Group and the Company during the year are set out in note 19 to the accounts.

FIXED ASSETS

Details of the movements in fixed assets of the Group are set out in note 12 to the accounts.

SHARE CAPITAL

Details of the movements in share capital of the Company are set out in note 18 to the accounts.

儲備

本集團及本公司儲備年內變動之詳情載於賬目附註19。

固定資產

本集團固定資產變動之詳情載於賬目附註12。

股本

本公司股本變動之詳情載於賬目附註18。

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FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out below:

五年財務概要

本集團於過去五個財政年度之業績及資產負債概要載列如下：

	1997 一九九七年 HK\$'000 千港元	1998 一九九八年 HK\$'000 千港元	1999 一九九九年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
RESULTS					
業績					
Turnover 營業額	516,920	495,038	396,018	435,501	479,113
Profit before tax 除稅前溢利	77,344	71,442	57,383	53,309	52,368
Tax 稅項	(12,927)	(11,118)	(7,576)	(7,570)	(8,579)
Profit before minority interest 未計少數股東權益之溢利	64,417	60,324	49,807	45,739	43,789
Minority interest 少數股東權益	(17,399)	(14,564)	(8,520)	—	—
Net profit from ordinary activities attributable to shareholders 股東應佔之日常業務純利	47,018	45,760	41,287	45,739	43,789
ASSETS AND LIABILITIES					
資產及負債					
Total assets 總資產	301,495	235,689	233,886	292,234	280,203
Total liabilities 總負債	(188,759)	(93,284)	(120,374)	(139,885)	(93,665)
Minority interest 少數股東權益	(36,413)	(47,645)	—	—	—
Shareholders' funds 股東資金	76,323	94,760	113,512	152,349	186,538

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FIVE YEAR FINANCIAL SUMMARY

(continued)

The results, assets and liabilities of the Group for each of the three years ended 31st December 1999 have been prepared on a combined basis as if the group structure, at the time when the group reconstruction as referred to in note 1 to the accounts was completed, had been in existence throughout the years concerned.

The results, assets and liabilities of the Group for the year ended 31st December 2000 and 2001 have been prepared on the basis set out in notes 1 and 2 to the accounts.

PURCHASE, SALE OR REDEMPTION OF SHARES

The Company has not redeemed any of its shares during the year. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the year.

DIRECTORS

The directors during the year were:

EXECUTIVE DIRECTOR

Mr. Tsang Sik Yin, Eric
Mr. Tsang Chung Yin
Dr. Tsang Ngan Chung
Mr. Tsang Yin
Mr. Chan Churk Kai
Ms. Ngai Chui Ling

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Wong Wah On, Edward
Mr. Chan Yuk Ming
(Appointed on 1st December 2001)
Mr. Leung Lit On (Resigned on 1st December 2001)

In accordance with the Company's Bye-law 99, Mr. Tsang Chung Yin and Mr. Chan Churk Kai, retire by rotation and being eligible, offer themselves for re-election at the forthcoming annual general meeting.

In accordance with the Company's Bye-law 102(B), Mr. Chan Yuk Ming retires at the forthcoming annual general meeting and, being eligible, offers himself for re-election.

五年財務概要 (續)

本集團截至一九九九年十二月三十一日止三年度每年之各年度業績、資產與負債乃按合併基準編製，尤如賬目附註1所述之集團重組完成時之集團結構於所有有關年度均一直存在。

本集團截至二零零零年及二零零一年十二月三十一日止年度之業績、資產與負債乃按賬目附註1及2所載之基準編製。

買賣或贖回股份

本公司於年內概無贖回其任何股份，而本公司或其任何附屬公司於年內亦概無買賣任何本公司股份。

董事

年內在任之董事如下：

執行董事

曾錫賢先生
曾仲賢先生
曾銀鐘博士
曾賢先生
陳焯佳先生
魏翠玲女士

獨立非執行董事

黃華安先生
陳旭明先生
(於二零零一年十二月一日委任)
梁烈安先生 (於二零零一年十二月一日辭職)

根據本公司之公司細則第99條，曾仲賢先生及陳焯佳先生須在應屆股東週年大會上輪值退任，惟彼等有資格及願意膺選連任。

根據本公司之公司細則第102(B)條，陳旭明先生須在應屆股東週年大會上退任，惟彼有資格及願意膺選連任。

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DIRECTORS' SERVICE CONTRACTS

Mr. Wong Wah On, Edward and Mr. Chan Yuk Ming are independent non-executive directors and were appointed for a thirteen-month term expiring on 31st December 2002.

Each of the executive directors has entered into a service contract with the Company for a term of three years commencing from 1st December 2000, which may be terminated by either party thereto giving to the other not less than three calendar months' prior notice in writing. The notice period shall not expire until after the end of the first year. None of the contracts have compensation clauses.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographical details of directors and senior management are set out below:

DIRECTORS

EXECUTIVE DIRECTORS

Mr. TSANG Sik Yin, Eric, aged 58, joined the Group in 1986 and is the Managing Director of the Company. He has over 25 years of experience in the trading of pipes, fittings and other related accessories. He is responsible for the co-ordination of all the directors and key management of the Group and the Group's overall business strategies. He holds a Bachelor's Degree in Commerce from the Chinese University of Hong Kong. He is the elder brother of Mr. Tsang Chung Yin, Dr. Tsang Ngan Chung and Mr. Tsang Yin.

Mr. TSANG Chung Yin, aged 56, joined the Group in 1986 and has over 25 years of experience in trading of pipes, fittings and other related accessories. He is responsible for the Group's sales and purchases activities. He is a member of the Institute of Plumbing & Register Plumber (U.K.). He is the younger brother of Mr. Tsang Sik Yin, Eric and the elder brother of Dr. Tsang Ngan Chung and Mr. Tsang Yin.

董事之服務合約

黃華安先生及陳旭明先生為獨立非執行董事，任期十三個月，將於二零零二年十二月三十一日屆滿。

各執行董事與本公司均已訂立服務合約，由二零零零年十二月一日起計為期三年，可由任何一方向另一方事先不少於三個月發出書面通知而終止。而有關通知之屆滿期必須在首年結束之後。所有董事服務合約並無賠償金條款。

董事及高級管理人員之履歷

董事及高級管理人員之履歷簡述如下：

董事

執行董事

曾錫賢先生，58歲，於一九八六年加入本集團，本公司董事總經理，在喉管、管件及其他相關配件之貿易方面積逾25年經驗。彼負責協調本集團所有董事及主要管理人員以及本集團之總體業務策略。曾先生持有香港中文大學商科學士學位。曾先生乃曾仲賢先生、曾銀鐘博士及曾賢先生之長兄。

曾仲賢先生，56歲，於一九八六年加入本集團，在喉管、管件及其他相關配件之貿易方面積逾25年經驗，負責本集團之銷售及採購業務。曾先生為Institute of Plumbing & Register Plumber (U.K.)之會員。曾先生乃曾錫賢先生之胞弟及曾銀鐘博士及曾賢先生之胞兄。

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BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT *(continued)*

Dr. TSANG Ngan Chung, aged 54, joined the Group in 1986 and has over 25 years of experience in trading of pipes, fittings and other related accessories. She is responsible for the finance, administration and personnel operations in the Group. She holds a Doctor's Degree in Economics and Commerce from the Pacific Western University of the United States. She is the younger sister of Mr. Tsang Sik Yin, Eric and Mr. Tsang Chung Yin and the elder sister of Mr. Tsang Yin.

Mr. TSANG Yin, aged 53, joined the Group in 1986 and has over 25 years of experience in the trading of pipes, fitting and other related accessories. He is a licensed plumber from office of the Water Authority. He supervises the sales department and civil and plumbing team of the Group. He is the younger brother of Mr. Tsang Sik Yin, Eric, Mr. Tsang Chung Yin and Dr. Tsang Ngan Chung.

Mr. CHAN Churk Kai, aged 48, has over 24 years of experience in trading of pipes, fittings and other related accessories. He is responsible for the development and supervision of the sales department. Mr. Chan is the Vice-Chairman of Supervisory Council of the Hong Kong Plumbing & Sanitary Ware Trade Association Limited. He is also an associate member of the Institute of plumbing (U.K.) and a member of Lions Clubs International District 303 HK & Macau. Mr. Chan joined the Group in 1978.

Ms. NGAI Chui Ling, aged 42, is the purchasing Director of the Group. She is responsible for the control of stock level and co-ordination of the sales teams of the Group. Ms. Ngai joined the Group in 1979 and has 15 years of experience in the procurement of pipes, fittings and other related accessories.

董事及高級管理人員之履歷 (續)

曾銀鐘博士，54歲，於一九八六年加入本集團，在喉管、管件及其他相關配件之貿易方面積逾25年經驗，負責本集團之財務、行政管理及人事部門。曾博士持有美國西太平洋大學之經濟及商業博士學位。曾博士乃曾錫賢先生及曾仲賢先生之胞妹及曾賢先生之胞姊。

曾賢先生，53歲，於一九八六年加入本集團，在喉管、管件及其他相關配件之貿易方面積逾25年經驗，並為水務局辦事處之持牌水喉匠。彼主管本集團銷售部門及土木工程及喉管小組。曾先生乃曾錫賢先生、曾仲賢先生及曾銀鐘博士之胞弟。

陳焯佳先生，48歲，在喉管、管件及其他相關配件之貿易方面積逾24年經驗，負責發展及監督銷售部門。陳先生為香港水喉潔具業商會有限公司監事會副主席及英國水喉工程學會會員。陳先生於一九七八年加入本集團。

魏翠玲女士，42歲，本集團採購部董事，負責控制存量數量及協調本集團之銷售隊伍。魏女士於一九七九年加入本集團，在喉管、管件及其他相關配件之採購方面積15年經驗。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT *(continued)*

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. WONG Wah On, Edward, aged 38, is a certified public accountant in Hong Kong and a partner of the accounting firm, Tam & Wong, Certified Public Accountants. Mr. Wong has over 10 years of experience in auditing and finance field. He is a fellow member of both the Hong Kong Society of Accountants and The Association of Chartered Certified Accountants. He is also an associate member of the Institute of Chartered Secretaries and Administrators.

Mr. CHAN Yuk Ming, aged 46, is a Chartered Building Surveyor, a Registered Professional Surveyor (Building Surveying) and an Authorized Person. Mr. Chan has over 20 years of experience in surveying profession. He is a member of the Chartered Institute of Arbitrators; a fellow member of the Hong Kong Institute of Surveyors and the Royal Institution of Chartered surveyors. Mr. Chan is currently the Chairman of Building Surveying Division, Hong Kong Institute of Surveyors. Mr. Chan is also a member of Licensing Appeal Board; Appeal Boards (Hotel/Club/Apartment); Appeal Tribunal Panel; Panel for Hearing Objections to Railway Projects and Noise Control Appeal Board.

SENIOR MANAGEMENT

Ms. CHAN Yuk Fan, Fanny, aged 38, is the senior sales manager of the Group. Ms. Chan is responsible for the Group's sales operation including the wholesale division, the retail shops and PRC trade. She is also responsible for the training of the new staff of the sales and marketing team of the Group. Ms. Chan has over 10 years of experience in the selling of pipes, fittings and other related accessories. She joined the Group in 1982.

Ms. LAI Wai Ying, Josie, aged 41, is the senior sales manager of the Group. Ms. Lai is responsible for the Group's wholesale operation and marketing function. She is also responsible for the training of the new staff of the sales and marketing team of the Group. Ms. Lai joined the Group in 1980 and has 20 years of experience in wholesale industry.

董事及高級管理人員之履歷 (續)

獨立非執行董事

黃華安先生，38歲，香港執業會計師及執業會計師事務所Tam & Wong之合夥人。黃先生在核數及財務界積逾10年經驗。彼為香港會計師公會及英國特許會計師公會之資深會員，亦為英國特許秘書及行政人員公會會員。

陳旭明先生，46歲，特許建築測量師、註冊專業測量師(建築測量)及認可人士。陳先生在測量專業方面積逾20年經驗。彼為特許仲裁學會會員、香港測量師學會及英國皇家特許測量師學會資深會員。陳先生現為香港測量師學會建築測量組主席，亦為牌照上訴委員會、上訴委員會(酒店/會所/寓所)，上訴審裁委員會、鐵路方案反對意見聆聽委員會及噪音管制上訴委員會委員。

高級管理人員

陳玉芬女士，38歲，本集團高級銷售經理。陳女士負責本集團之銷售業務，包括批發部門及零售店。彼亦負責培訓本集團銷售及市場推廣隊伍之新員工。陳女士在喉管、管件及其他相關配件銷售方面積逾10年經驗，於一九八二年加入本集團。

賴惠瑩女士，41歲，本集團高級銷售經理。賴女士負責本集團之批發運作及市場推廣業務。彼亦負責培訓本集團銷售及市場推廣隊伍之新員工。賴女士於一九八零年加入本集團，在批發行業積約20年經驗。

REPORT OF THE DIRECTORS

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BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT *(continued)*

Ms. LIU Pui Pik, Fanny, aged 31, is the assistant sales manager of the Group. She has over six years of experience in selling of pipes, fittings and other related accessories. She is responsible for the Group's sales coordination including handling clients' inquiries, making quotation and daily correspondences. Ms. Liu holds a Bachelor of Arts degree from the University of Hong Kong. Ms. Liu joined the Group in 1995.

Mr. WONG Wai Ho, Gary, aged 39, is the deputy senior sales manager of the Group and is responsible for the Group's sales and promotion activities. Prior to joining the Group in 1991, Mr. Wong has extensive experience in merchandising and trading activities.

Mr. KU Chun Ming, Barry, aged 36, is the sales manager of the Group. Mr. Ku has 14 years of experience in sales and marketing activities. He is responsible for the sales and marketing activities including the exhibitions and seminars. Mr. Ku joined the Group in 1993.

Ms. TAM Siu Hoi, Sandy, aged 44, is the system manager of the Group. Ms. Tam is in charge of the Group's management and information systems. She is also responsible for the development and enhancement of the Group's applications systems. Ms. Tam joined the Group in 1978.

Ms. LO Yim Ling, Sonia, aged 33, is the purchasing manager of the Group. Prior to joining the Group in 1995, she has over 4 years of experience in marketing activities. Ms. Lo is responsible for the procurement function of the Group. Ms. Lo holds a Master's Degree in International Marketing, a Honour Diploma in Marketing and a Diploma in Chartered Institute of Marketing.

Mr. LAI Kui Chung, aged 44, is the senior warehouse manager of the Group. Mr. Lai is responsible for the warehouse and transportation activities of the Group. He has over 20 years of experience in supervising warehouse and transportation operations. Mr. Lai holds a Certificate in Store Supervision from a Technical Institute. Mr. Lai joined the Group in 1979.

董事及高級管理人員之履歷 (續)

廖珮碧女士，31歲，本集團副銷售經理。彼在喉管、管件及其他相關配件銷售方面積逾6年經驗，負責本集團之銷售協調，包括處理客戶諮詢、報價及日常聯絡。廖女士持有香港大學文學士學位。於一九九五年加入本集團。

王偉浩先生，39歲，本集團助理高級銷售經理，負責本集團之銷售及推廣活動。王先生於一九九一年加入本集團前，在買辦及貿易活動方面擁有豐富經驗。

古俊明先生，36歲，本集團銷售經理。古先生在銷售及市場推廣業務積14年經驗。彼負責銷售及市場推廣活動，包括展覽及研討會，於一九九三年加入本集團。

譚笑開女士，44歲，本集團採購經理，譚女士負責本集團之管理及資訊系統，亦負責開發及增強本集團應用程式系統。譚女士於一九七八年加入本集團。

盧艷玲女士，33歲，本集團採購經理，於一九九五年加入本集團前，在市場推廣業務積逾4年經驗。盧女士負責本集團之採購活動。盧女士持有國際市場推廣碩士學位、市場推廣榮譽文憑及英國特許市務學會之文憑。

黎居忠先生，44歲，本集團高級倉庫經理，負責本集團之倉儲及運輸業務。彼在管理倉庫及運輸營運方面積逾20年經驗，持有工業學院之倉庫管理證書，於一九七九年加入本集團。

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BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT *(continued)*

Ms. HUNG Yuk Kam, Daisy, aged 30, is the finance and administration manager and the company secretary of the Company. She is an associate member of both the Hong Kong Society of Accountants and The Association of Chartered Certified Accountants. She holds a Bachelor's Degree in Finance from the City University of Hong Kong. She is responsible for the supervision of finance, accounting and administration department of the Group. Ms. Hung joined the Group in 2001.

DIRECTORS' INTERESTS IN CONTRACTS

During the year, the Group paid rental expenses to certain related companies. Mr. Tsang Sik Yin, Eric, Mr. Tsang Chung Yin, Dr. Tsang Ngan Chung and Mr. Tsang Yin, are interested in these transactions to the extent that they have, either individually or collectively, beneficial interests in these related companies. Details of these transactions are set out in note 25 to the accounts.

Apart from the above, no contracts of significance in relation to the Company's business to which the Company, its subsidiaries or its holding company 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.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

董事及高級管理人員之履歷 (續)

孔玉琴女士，30歲，本公司財務及行政經理及公司秘書。彼為香港會計師公會及英國特許會計師公會會員，持有香港城市大學財務學士學位，負責監察本集團之財務、會計及行政部門。孔女士於二零零一年加入本集團。

董事之合約權益

本集團於年內向若干關連公司支付租賃費用。曾錫賢先生、曾仲賢先生、曾銀鐘博士及曾賢先生因個別或共同擁有該等關連公司之實益權益而視作與上述交易有利益關係。上述交易之詳情載於賬目附註25。

除上述者外，各董事於本公司、其附屬公司或其控股公司所訂立而對本公司業務而言屬重大及本公司董事直接或間接擁有重大權益及於年結時或年內任何時間仍然有效之任何合約中，概無擁有重大權益。

管理合約

本年度內，本公司並無就整體業務或任何重要業務之管理及行政工作簽訂或存有任何合約。

CONNECTED TRANSACTIONS

Significant related party transactions entered by the Group during the year ended 31st December 2001 are disclosed in note 25 to the accounts.

These transactions also constitute connected transactions under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The independent non-executive directors have reviewed the connected transactions and in their opinion, these transactions were entered into by the Group:

- (1) in the ordinary and usual course of business of the Group;
- (2) on normal commercial terms; and
- (3) in accordance with the relevant agreement governing them and on terms that are fair and reasonable so far as the shareholders of the Company are concerned.

關連交易

本集團於截至二零零一年十二月三十一日止年度訂立之重大關連人士交易在賬目附註25披露。

有關交易並構成香港聯合交易所有限公司證券上市規則（「上市規則」）所指之關連交易。

獨立非執行董事已審閱上述交易，並認為本集團乃在以下情況進行交易：

- (1) 交易乃本集團於其一般日常業務中訂立；
- (2) 交易乃按一般商業條款訂立；及
- (3) 交易乃按監管該等交易之有關協議之條款訂立，對本公司股東公平合理。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' INTERESTS IN EQUITY OR DEBT SECURITIES

At 31st December 2001, the interests of the directors and chief executives in the shares 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 under Section 29 of the SDI Ordinance or as notified to the Company were as follows:

Ordinary shares of HK\$0.1 each in World Trade Bun Kee Ltd.
世貿彬記集團有限公司每股面值0.1港元普通股

	Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Other interests 其他權益	Total 合計
Tsang Sik Yin, Eric (Notes 1 & 5) 曾錫賢 (附註1及5)	—	—	136,926,000	—	136,926,000
Tsang Chung Yin (Notes 2 & 5) 曾仲賢 (附註2及5)	—	—	122,400,000	14,364,000	136,764,000
Tsang Ngan Chung (Notes 3 & 5) 曾銀鐘 (附註3及5)	—	—	122,400,000	14,364,000	136,764,000
Tsang Yin (Notes 4 & 5) 曾賢 (附註4及5)	—	—	122,400,000	14,364,000	136,764,000

Notes:

- (1) Click Fort Limited (“Click Fort”) is a company incorporated in the British Virgin Islands, the entire issued share capital of which is owned by Mr. Tsang Sik Yin, Eric. Click Fort directly held 14,526,000 shares in the company.
- (2) Jong Yee Limited (“Jong Yee”) is the trustee of the Jong Yee Unit Trust. All units of the Jong Yee Unit Trust are owned by the Karyn Trust, the discretionary beneficiaries of which are family members of Mr. Tsang Chung Yin. Jong Yee directly held 14,364,000 shares in the Company.
- (3) Kingsville Inc. (“Kingsville”) is the trustee of the Kingsville Unit Trust. All units of the Kingsville Unit Trust are owned by the Fungming Trust, the discretionary beneficiaries of which are family members of Dr. Tsang Ngan Chung. Kingsville directly held 14,364,000 shares in the Company.

董事於股本及債券證券之權益

於二零零一年十二月三十一日，根據本公司按證券(披露權益)條例(「披露權益條例」)第29條之規定存置之登記冊所記錄，本公司董事及主要行政人員於本公司及其聯營公司(定義見披露權益條例)之股份中擁有之權益如下：

附註：

- (1) Click Fort Limited (「Click Fort」) 為在英屬處女群島註冊成立之公司，其全部已發行股本由曾錫賢先生擁有。Click Fort直接持有本公司股份14,526,000股。
- (2) Jong Yee Limited (「Jong Yee」) 乃 Jong Yee Unit Trust 之受託人。Jong Yee Unit Trust 之所有單位均由 Karyn Trust 擁有，後者之酌情受益人為曾仲賢先生之家族成員。14,364,000 股本公司股份由 Jong Yee 直接持有。
- (3) Kingsville Inc. (「Kingsville」) 乃 Kingsville Unit Trust 之受託人。Kingsville Unit Trust 之所有單位均由 Fungming Trust 擁有，後者之酌情受益人為曾銀鐘博士之家族成員。14,364,000 股本公司股份由 Kingsville 直接持有。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' INTERESTS IN EQUITY OR DEBT SECURITIES (continued)

- (4) Manhattan Properties Limited (“Manhattan Properties”) is owned by St. George’s Trust Company Limited which is the trustee of the Manhattan Trust, the discretionary beneficiaries of which are family members of Mr. Tsang Yin. Manhattan Properties directly held 14,346,000 shares in the Company.
- (5) On Top Industrial Limited (“On Top”), a company incorporated in the British Virgin Islands, held 122,400,000 shares in the Company. On Top is beneficially owned as to 25% by Click Fort, as to 25% by Jong Yee, as to 25% by Kingsville and as to 25% by Manhattan Properties.

Under the terms of the share option scheme (the “Scheme”) adopted by the Company on 27th November 2000, the directors of the Company are authorised at their absolute discretion, to invite any full-time employee of the Company or any of its subsidiaries, including any executive director of the Company or any such subsidiary, to take up options to subscribe for shares in the Company. The Subscription price will be determined by the directors, but shall not be less than the higher of 80% of the average of the closing price of the shares on the Stock Exchange for the five trading days immediately preceding the date of the offer of the grant of the option or the nominal value of the shares. A consideration of HK\$10 is payable on acceptance of the grant of an option.

The maximum number of shares in respect of which options may be granted under the Scheme may not exceed 10%, 24,000,000 shares, of the issued share capital of the Company from time to time which has been duly allotted and issued. As at 31st December, 2001, the number of shares issuable under the options granted pursuant to the scheme is 11,164,000 shares that represents 4.7% of the existing issued share capital of the Company.

No option may be granted to any one person which, if exercised in full, would result in the total number of Shares already issued and issuable to him under the Scheme exceeding 25% of the aggregate number of Shares for the time being issued and issuable under the Scheme. The Scheme became effective for a period of ten years commencing upon the listing of the Company’s shares on the Stock Exchange.

董事於股本及債券證券之權益 (續)

- (4) Manhattan Properties Limited (「Manhattan Properties」) 由 Manhattan Trust 之受託人 St. George’s Trust Company Limited 擁有，Manhattan Trust 之酌情受益人為曾賢先生之家族成員。14,346,000 股本公司股份由 Manhattan Properties 直接持有。
- (5) On Top Industrial Limited (「On Top」) 為在英屬處女群島註冊成立之公司，持有 122,400,000 股本公司股份。Click Fort、Jong Yee、Kingsville 及 Manhattan Properties 各擁有 On Top 25% 之股權。

根據本公司於二零零零年十一月二十七日採納之購股權計劃 (「該計劃」) 之條款，本公司董事獲授權全權酌情邀請本公司或其任何附屬公司之全職僱員 (包括本公司或其任何附屬公司之任何執行董事) 接納可認購本公司股份之購股權。認購價將由董事釐定，惟不得低於股份於購股權授出日期前五日在聯交所之平均收市價之 80% 或股份面值 (以較高者為準)。接納授出之購股權時，獲授人須支付 10 港元之代價。

根據該計劃授出之購股權涉及之股份總數，最多以已正式配發及發行之本公司不時已發行股本 10% 之面額為限，即 24,000,000 股股份。於二零零一年十二月三十一日，就根據該計劃授出之購股權可予發行之股份數目為 11,164,000 股，佔本公司現有已發行股本之 4.7%。

如某人士獲授購股權後全數行使，並使根據該計劃向其已發行或可發行之股份總數超逾當時根據該計劃已發行及可發行之股份總數之 25%，則不得向該人士發行任何購股權。該計劃由本公司股份在聯交所上市起計十年內有效。

REPORT OF THE DIRECTORS

董事會報告

On 16th March 2001, a total of 10,028,000 options with an exercise price of HK\$0.96 per share were granted under the Scheme which are exercisable over a period of four years commencing on 19th March 2002. The market value per share before the date of grant of options was HK\$1.13. Among these options, 7,158,000 and 2,870,000 were granted to the directors of the Company and continuous contract employees of the Group respectively.

On 24th May 2001, a total of 1,226,000 options with an exercise price of HK\$0.98 per share were granted under the Scheme which are exercisable over a period of four years commencing on 1st July 2002. The market value per share before the date of grant of options was HK\$1.36. During the year 90,000 options were cancelled. All these options were granted to the continuous contract employees of the Group.

於二零零一年三月十六日，根據該計劃授出每股行使價為0.96港元之購股權共10,028,000份，有關購股權由於二零零二年三月十九日起計四年內可予行使。於購股權授出日期以前，每股市值為1.13港元。在上述購股權中，7,158,000份授予本公司董事，另外2,870,000份授予本集團持續合約僱員。

於二零零一年五月二十四日，根據該計劃授出每股行使價為0.98港元之購股權共1,226,000份，有關購股權由於二零零二年三月十九日起計四年內可予行使。於購股權授出日期以前，每股市值為1.36港元。90,000份購股權已於年內註銷。所有該等購股權均授予本集團持續合約僱員。

REPORT OF THE DIRECTORS

董事會報告

DIRECTOR'S RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Pursuant to the Scheme, the directors of the Company were granted options on 16th March 2001 to subscribe for shares in the Company at an exercise price of HK\$0.96 which are exercisable over a period of four years commencing on 19th March 2002 as follows:

Name of director 董事姓名	No. of options outstanding at the beginning of the year 年初尚未行使之購股權數目	No. of options outstanding at the year end 年終尚未行使之購股權數目	Date granted 授出日期	Period during which options exercisable 購股權行使期	Price per share to be paid on exercise of options 行使購股權時將予支付之每股價格
Mr. Tsang Sik Yin, Eric 曾錫賢先生	0	1,380,000	16 March 2001 二零零一年三月十六日	19 March 2002 to 18 March 2006 二零零二年三月十九日至 二零零六年三月十八日	HK\$0.96 港元
Mr. Tsang Chung Yin 曾仲賢先生	0	1,380,000	16 March 2001 二零零一年三月十六日	19 March 2002 to 18 March 2006 二零零二年三月十九日至 二零零六年三月十八日	HK\$0.96 港元
Dr. Tsang Ngan Chung 曾銀鐘博士	0	1,380,000	16 March 2001 二零零一年三月十六日	19 March 2002 to 18 March 2006 二零零二年三月十九日至 二零零六年三月十八日	HK\$0.96 港元
Mr. Tsang Yin 曾賢先生	0	1,380,000	16 March 2001 二零零一年三月十六日	19 March 2002 to 18 March 2006 二零零二年三月十九日至 二零零六年三月十八日	HK\$0.96 港元
Mr. Chan Churk Kai 陳焯佳先生	0	1,380,000	16 March 2001 二零零一年三月十六日	19 March 2002 to 18 March 2006 二零零二年三月十九日至 二零零六年三月十八日	HK\$0.96 港元
Ms. Ngai Chui Ling 魏翠玲女士	0	258,000	16 March 2001 二零零一年三月十六日	19 March 2002 to 18 March 2006 二零零二年三月十九日至 二零零六年三月十八日	HK\$0.96 港元

董事購入股份或債券之權利

根據該計劃，本公司董事於二零零一年三月十六日獲授購股權，可於二零零二年三月十九日起計四年之期間內行使，按0.96港元之行使價認購本公司股份，詳情如下：

REPORT OF THE DIRECTORS

董事會報告

DIRECTOR'S RIGHTS TO ACQUIRE SHARES OR DEBENTURES (continued)

Save as aforesaid, at no time during the year was the Company or any of its subsidiaries a party to any arrangement to enable the directors or the chief executive of the Company to acquire benefits by means of the acquisition of shares in or debt securities (including debentures) of the Company or any other body corporate, and none of the directors or the chief executive or their spouses or children under the age of 18 had any right to subscribe for securities of the Company, or had exercised any such right during the year.

The directors consider it inappropriate to value the options which may be granted under the Share Option Scheme. Any valuation of the options on the basis of various speculative assumptions, including (without limitation) exercise periods and conditions that an option is subject to, would not be meaningful but may be misleading to the investors and shareholders of the Company.

SUBSTANTIAL SHAREHOLDERS

The register of substantial shareholders maintained under Section 16(1) of the SDI Ordinance shows that as at 31st December 2001, the Company had been notified of the following substantial shareholders' interests, being 10% or more of the Company's issued share capital.

Name of shareholder

股東名稱

On Top Industrial Limited

Number of ordinary shares

普通股數目

122,400,000

董事購入股份或債券之權利 (續)

除上文所披露者外，本公司或其任何附屬公司於年內任何時間概無作出任何安排致使本公司董事或主要行政人員可藉購入本公司或任何其他公司之股份或債務證券(包括債券)而得益；而各董事、主要行政人員或其配偶或未滿18歲之子女年內亦概無任何可認購本公司證券之權利，亦無行使任何該等權利。

董事認為不宜評定根據購股權計劃授出之購股權之價值。就購股權估值時，須以多個測預作假設(包括(但不限於)購股權之行使期及條件)，故並無實際意義，並可能會誤導投資者及本公司股東。

主要股東

按披露權益條例第16(1)條規定須予保存之主要股東登記冊顯示，於二零零一年十二月三十一日，本公司得悉以下主要股東佔本公司已發行股本10%或以上之權益。

REPORT OF THE DIRECTORS

董事會報告

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of purchases and sales for the year attributable to the Group's major suppliers and customers are as follows:

Purchases	
– the largest supplier	23.06%
– five largest suppliers combined	61.99%
Sales	
– the largest customer	4.72%
– five largest customers combined	18.06%

None of the directors, their associates or any shareholder (which to the knowledge of the directors owns more than 5% of the Company's share capital) had an interest in the major suppliers or customers noted above.

COMPLIANCE WITH THE CODE OF BEST PRACTICE OF THE LISTING RULES

In the opinion of the directors, the Company has complied with the Code of the Best Practice as set out in Appendix 14 of the Listing Rules since the listing of its shares on the Stock Exchange.

AUDIT COMMITTEE

The written terms of reference which describe the authority and duties of the Audit Committee with reference to "A Guide for The Formation of An Audit Committee" published by the Hong Kong Society of Accountants were prepared and adopted by the Board of Directors.

The Audit Committee provides an important link between the Board and the Company's auditors in matters coming within the scope of the audit. It also reviews the effectiveness of the audit and of internal controls and risk evaluation. The Committee comprises two independent non-executive directors, namely Mr. Wong Wah On, Edward and Mr. Chan Yuk Ming. The Committee has, since the listing of the Company, carried out its work in accordance with the authority and duties as adopted by the Board of Directors and has reviewed the effectiveness of the internal control and interim and annual accounts for the year.

主要客戶及供應商

本集團主要供應商及客戶年內分別所佔之採購及銷售百份比如下：

採購	
– 最大供應商	23.06%
– 五大供應商合併	61.99%
銷售	
– 最大客戶	4.72%
– 五大客戶合併	18.06%

各董事、其聯繫人士或任何股東（就董事所知擁有5%以上本公司股本者）概無擁有上述主要供應商或客戶之任何權益。

遵守上市規則之最佳應用守則

董事認為，自股份在聯交所上市以來，本公司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所載之最佳應用守則。

審核委員會

載述審核委員會權責之職權範圍乃由董事會根據香港會計師公會刊發之審核委員會成立指引，而編製及採納。

在集團審核方面，審核委員會為董事會與本公司核數師間之重要連繫。此外，該會並檢討審核、內部監控及風險評估之有效性。該會由兩名獨立非執行董事黃華安先生及陳旭明先生組成。自本公司上市以來，該委員會一直根據董事會採納之權責行事，並已檢討內部監控及本年度之中期及全年賬目。

REPORT OF THE DIRECTORS

董事會報告

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's bye-laws, or the Companies Act 1981 of Bermuda (as amended), which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

AUDITORS

The accounts have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

On behalf of the Board
Tsang Sik Yin, Eric
Director

Hong Kong, 17th April 2002

優先購買權

本公司之公司細則或百慕達一九八一年公司法（經修訂）概無任何有關按持股比例向現有股東發售新股之優先購買權條文。

核數師

賬目已獲羅兵咸永道會計師事務所審核，該行任滿告退，惟有資格及願意膺選連任。

董事會代表
董事
曾錫賢

香港，二零零二年四月十七日