

Report of the Directors 董事會報告書





The Directors submit their report together with the audited accounts for the year ended 30th June 2002.

PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding. The principal activities of its principal subsidiaries are set out in note 24 to the accounts.

An analysis of the Group's performance for the year by geographical segment is set out in note 2 to the accounts.

RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated profit and loss account on page 35.

The Directors have declared an interim dividend of HK2.0 cents per ordinary share, totalling HK\$6,000,000, which was paid on 30th April 2002.

The Directors recommend the payment of a final dividend of HK5.0 cents per ordinary share, totalling HK\$15,000,000.



董事會謹此提呈截至二零零二年六月三十日止年度之報告書及經審核賬目。

主要業務及按地區劃分之經營表現

本公司之主要業務為投資控股，其主要附屬公司之主要業務則載於賬目附註24。

本集團按地區劃分之經營表現分析載於賬目附註2。

業績及分配

本年度業績載於第35頁之綜合損益表。

董事會已於二零零二年四月三十日派發中期股息每股2.0港仙，合共6,000,000港元。

董事會建議派發末期股息每股5.0港仙，合共15,000,000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 17 to the accounts.

FIXED ASSETS

The Company did not own any fixed assets during the year.

Details of the movements in fixed assets of the Group during the year are set out in note 11 to the accounts.

DISTRIBUTABLE RESERVES

At 30th June 2002, the reserves of the Company available for distribution, comprising the contributed surplus and retained earnings, amounted to approximately HK\$78,229,000.

Under The Companies Act 1981 of Bermuda (as amended), a company may not declare or pay a dividend, or make a distribution out of contributed surplus, if there are reasonable grounds for believing that (i) the company is, or would after the payment be, unable to pay its liabilities as they become due; or (ii) the realisable value of the company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.

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 on page 5.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-laws and there are no restrictions against such rights under the laws in Bermuda.

PURCHASE, SALE AND REDEMPTION OF THE COMPANY'S LISTED SECURITIES

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 listed securities during the year.

儲備

本集團及本公司年內儲備之變動詳情載於賬目附註17。

固定資產

本公司於本年度並無擁有任何固定資產。

本集團於本年度固定資產之變動載於賬目附註11。

可供分派儲備

於二零零二年六月三十日，本公司可供分派之儲備（包括實繳盈餘及保留溢利）約為78,229,000港元。

根據百慕達一九八一年公司法（經修訂），倘有合理理由相信(i)公司於派付股息或作出任何分派後未能或無法清償其到期之負債；或(ii)公司資產之可變現價值會將因而低於其負債及其已發行股本與股份溢價之總值，則該公司不得宣派或派付股息或從實繳盈餘中作出分派。

五年財務概要

本集團於過去五個財政年度之業績、資產及負債載於第5頁。

優先購股權

本公司之公司細則並無關於優先購股權之規定，而百慕達法例亦無對該等權利作出任何限制。

購買、出售及贖回本公司之上市證券

本公司於本年度並無贖回其股票。本公司或其任何附屬公司於本年度亦無購買或出售本公司之上市證券。



SHARE OPTIONS

On 29th March 1994, a share option scheme (the "Scheme") was approved by the shareholders of the Company. Under the terms of the Scheme, the directors may, at their discretion, invite directors and employees of the Group to take up options (the "Share Options") to subscribe for shares in the Company subject to the terms and conditions stipulated therein.

Details of the Scheme are as follows:

(i) Purpose

The Scheme is designed to give directors and employees of the Company or any of its subsidiaries an equity interest in the Company in order to enhance long-term shareholder value. The granting of the Share Options will also help the Company to attract and motivate individuals with experience and ability and to reward individuals for past and future performance.

(ii) Qualifying participants

Any employee including any director of the Company or any of its subsidiaries.

(iii) Maximum number of shares

The maximum number of shares subject to the Scheme must not when aggregated with any shares subject to any other share option schemes exceed 10 per cent. of the shares in issue from time to time (excluding any shares which have been duly allotted and issued upon the exercise of the Share Options granted pursuant to the Scheme and any other schemes). The total number of shares available for issue under the Scheme as at the date of the annual report is 30,000,000, which is 10 per cent. of the issued share capital of the Company as of that date.

No qualifying participant shall be granted the Share Options which, if exercised in full, would result in such person's maximum entitlement exceeding 25 per cent. of the aggregate number of shares for the time being issued and issuable under the Scheme.

購股權

本公司之股東於一九九四年三月二十九日批准一項購股權計劃（「購股權計劃」）；根據該計劃，董事會可酌情依照該計劃之條款及條件邀請本集團之董事及僱員接納可認購本公司股份之購股權（「購股權」）。

購股權計劃詳情如下：

(i) 目的

購股權計劃旨在向本公司或其附屬公司之董事及僱員授予權益，使本公司能吸納及激勵經驗豐富之人才，並獎勵過往及日後有所表現之人士，從而長遠增加股東價值。

(ii) 合資格參與者

本公司或其附屬公司之任何全職僱員（包括任何董事）。

(iii) 股份最高數目

根據購股權計劃可能予以發行之股份總數，當計及根據任何其他購股權計劃可能予以發行之股份時，不得超過不時已發行股份之百分之十（不包括因行使購股權計劃及任何其他計劃正式獲配發及發行之任何股份）。於本年報刊發日期，根據購股權計劃可供發行之股份總數為30,000,000股，相當於當日本公司已發行股本百分之十。

合資格參與者概無獲授任何購股權，而導致該人士在悉數行使有關購股權時，獲最高配發超過根據購股權計劃暫時已發行股份或可予發行之股份總額百分之二十五。



SHARE OPTIONS (Cont'd)

(iv) Option period

In respect of any particular Share Options, such period the board of directors may in its absolute discretion determine, save that such period shall not expire more than 10 years from the date on which the Share Options are granted and accepted by the grantee.

(v) Amount payable on application or acceptance

An offer of the grant of the Share Options shall remain open for acceptance for a period of 21 days from the date on which the Share Options are offered to the grantee (the "Offer Date"). An offer of the grant of the Share Options shall be deemed to have been accepted and to have taken effect when a letter comprising acceptance of the Share Options duly signed by the grantee is received by the Company.

(vi) Exercise price

The exercise price in respect of any particular Share Options shall be (i) not more than 20 per cent. less than the average closing price of the Shares for the five business days immediately preceding the Offer Date or (ii) the nominal value of the share of the Company (whichever is greater).

Effective from 1 September 2001, the exercise price must be at least the higher of (i) the closing price of the Shares on the Offer Date, which must be a business day, and (ii) the average closing price of the Shares for the five business days immediately preceding the Offer Date in accordance with Rule 17.03 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

(vii) The remaining life of the Scheme

The Board of Directors shall be entitled at any time within 10 years between 29th March 1994 and 28th March 2004 to offer the grant of the Share Options to any qualifying participants.

No share options were granted during the year or outstanding as at 30th June 2002.

購股權(續)

(iv) 購股權期限

就任何特定購股權而言，董事會可以其絕對酌情權釐定該期限，惟該期限由開始日期起計不超過十年。開始日期被視為於該購股權授出予承授人及承授人接納購股權之日起計生效。

(v) 於申請或接納時須繳付之金額

授出購股權之邀約由授出日期（「授出日期」）起計21日之期間內仍可接納。當本公司接獲由承授人正式簽署接納購股權之函件副本，授出購股權之邀約已被視為已獲接納。

(vi) 認購價

就任何特定購股權而言之認購價，董事會須於有關購股權授出之時以不可低於下列兩者之最高者為價格：(i) 股份於緊接授出日期前五個交易日之平均收市價折讓不多過百分之二十及(ii) 股份之面值。

自二零零一年九月一日起，根據香港聯合交易所有限公司證券上市規則（「上市規則」）第17.03條，認購價不可低於下列兩者之較高者：(i) 於授出日期當日的收市價，該日必須為交易日及(ii) 緊接授出日期之前五個交易日之平均收市價。

(vii) 購股權計劃之剩餘期限

董事會有權於一九九四年三月二十九日至二零零四年三月二十八日十年內隨時向任何合資格參與者授出購股權。

於二零零二年六月三十日及年內概無購股權獲授出或尚未行使。



SUBSIDIARIES

Details of the Company's principal subsidiaries as at 30th June 2002 are set out in note 24 to the accounts.

INTEREST CAPITALISED

No interest has been capitalised by the Group during the year.

DIRECTORS

The Directors during the year were:

Mr HUI Sai Chung (*Chairman*)

Mr HUI Kwok Kwong (*Deputy Chairman and Managing Director*)

Mr NG Siu Kuen, Nelson

Madam LIU Sau Lai

Dr WONG Chi Ying, Anthony*

Mr LAI Kam Wah*

* Independent Non-executive Directors

Save for the Chairman and the Managing Director, all of the Directors are subject to retirement by rotation in accordance with the Company's Bye-laws.

Dr WONG Chi Ying, Anthony retires by rotation in accordance with clause 87 of the Company's Bye-laws and, being eligible, offer himself for re-election.

The Independent Non-executive Directors have been appointed for a term subject to retirement by rotation in accordance with the Company's Bye-laws.

DIRECTORS' SERVICE CONTRACTS

None of the Directors who are proposed for re-election at the forthcoming Annual General Meeting has a service contract with the Company or any of its subsidiaries, which is not determinable by the employer within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTEREST IN CONTRACTS

No contracts of significance in relation to the Group's business to which the Company, its holding company or 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.

附屬公司

有關本公司之主要附屬公司於二零零二年六月三十日之詳情載於賬目附註24。

撥作資本之利息

本集團於本年度並無利息撥作資本。

董事

本年度在任之董事如下：

許世聰先生 (*主席*)

許國光先生 (*副主席兼董事總經理*)

吳兆權先生

廖秀麗女士

黃子墨博士*

黎錦華先生*

* 獨立非執行董事

根據本公司之公司細則，除主席及董事總經理外，所有董事均須輪值告退。

根據本公司之公司細則第87條，黃子墨博士須輪流告退，惟符合資格並願意膺選連任。

獨立非執行董事乃根據本公司之公司細則獲委任，惟彼等須輪值告退。

董事之服務合約

有意於應屆股東週年大會上膺選連任之董事概無與本公司或其任何附屬公司訂立僱主不可於一年內毋須作出賠償(法定賠償除外)而終止之服務合約。

董事於合約之權益

本公司、其控股公司或其附屬公司並無參與訂立與本集團業務有關並於本年度結束時或本年度內任何時間仍然生效且本公司董事直接或間接擁有重大權益之重要合約。



DIRECTORS' INTERESTS IN EQUITY OR DEBT SECURITIES

As at 30th June 2002, the interests of Directors, chief executives and their associates had the following interests in the share capital of the Company or any its associated corporations (within the meaning of the Securities (Disclosure of Interests) Ordinance (the "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:

董事於股本或債務證券中之權益

於二零零二年六月三十日，本公司各董事、行政總裁及彼等之聯繫人士於本公司或其任何相聯法團(定義見證券(披露權益)條例(「披露權益條例」))須予申報之權益或已登記於根據披露權益條例第29條存置之名冊之權益如下：

| Name of Directors 董事姓名 | Number of shares of the Company beneficially held 實益持有之本公司股份數目 | | | |
|---------------------------------|---|-----------------------------|--------------------------|-------------------------|
| | Personal interests 個人權益 | Corporate interests 法團權益 | Family interests 家屬權益 | Other interests 其他權益 |
| Mr HUI Sai Chung 許世聰先生 | 11,008,000 | 158,000,000 (a) | — | — |
| Mr HUI Kwok Kwong 許國光先生 | 11,716,000 | 154,735,000 (b) | — | — |
| Mr NG Siu Kuen, Nelson 吳兆權先生 | 1,230,000 | 1,230,000 (c) | — | (d) |
| Madam LIU Sau Lai 廖秀麗女士 | 1,102,500 | — | — | (d) |

Notes:

(a) 153,000,000 of these shares are held by Good Benefit Limited ("Good Benefit"), a company in which Ever Win Limited ("Ever Win") holds a 45.1 per cent. interest (note (d)). In addition, 5,000,000 shares are held by Ever Win directly.

50,000 ordinary shares of one Canadian dollar each in Ever Win are held by a trustee on behalf of a discretionary trust, the discretionary objects of which include Mr HUI Sai Chung and his family members. Mr HUI Sai Chung and his spouse further own 30,834 and 5 class A non-convertible redeemable preferred shares of no par value in Ever Win respectively.

附註：

(a) 該等股份中之153,000,000股乃由Good Benefit Limited(「Good Benefit」)持有。Ever Win Limited(「Ever Win」)持有Good Benefit 百分之四十五點一權益(附註(d))。此外，5,000,000股股份由Ever Win直接持有。

Ever Win每股面值1加元之普通股份50,000股由一名信託人代表一項全權信託基金持有，該全權信託基金之受益人包括許世聰先生及其家族成員。許世聰先生及其配偶另分別擁有Ever Win A級無面值不可兌換可贖回優先股30,834股及5股。



**DIRECTORS' INTERESTS IN EQUITY OR DEBT SECURITIES
(Cont'd)**

(b) 153,000,000 of these shares are held by Good Benefit, a company in which Evergrow Company Limited ("Evergrow") holds a 45.1 per cent. interest (note (d)). In addition, 1,735,000 shares are held by Evergrow directly.

50,000 ordinary shares of one Canadian dollar each in Evergrow are held by a trustee on behalf of a discretionary trust, the discretionary objects of which include Mr HUI Kwok Kwong and his family members. Mr HUI Kwok Kwong further owns 30,823 class A non-convertible redeemable preferred shares of no par value in Evergrow.

(c) These shares are held by Gain Time Investments Limited, the entire issued share capital of which is beneficially owned by Mr NG Siu Kuen, Nelson.

(d) The beneficial interests of the Directors in the share capital of Good Benefit, which held 153,000,000 shares of the Company as at 30th June 2002, are as follows:

董事於股本或債務證券中之權益 (續)

(b) 該等股份中之153,000,000股乃由Good Benefit持有。Evergrow Company Limited (「Evergrow」) 持有Good Benefit 百分之四十五點一權益(附註(d))。此外，1,735,000股股份由Evergrow直接持有。

Evergrow每股面值1加元之普通股份50,000股由一名信託人代表一項全權信託基金持有，該全權信託基金之受益人包括許國光先生及其家族成員。許國光先生另擁有Evergrow A級無面值不可兌換可贖回優先股30,823股。

(c) 該等股份由Gain Time Investments Limited持有，其全部已發行股本由吳兆權先生實益擁有。

(d) 董事在Good Benefit (於二零零二年六月三十日持有本公司153,000,000股股份) 股本之實益權益如下：

| Name of Directors 董事姓名 | | Number of shares 股份數目 | Percentage of holding 持股百分比 |
|---------------------------|-------|-----------------------------|-----------------------------------|
| Mr HUI Sai Chung | 許世聰先生 | 4,510 | 45.1% |
| Mr HUI Kwok Kwong | 許國光先生 | 4,510 | 45.1% |
| Mr NG Siu Kuen, Nelson | 吳兆權先生 | 900 | 9.0% |
| Madam LIU Sau Lai | 廖秀麗女士 | 80 | 0.8% |
| | | 10,000 | 100.0% |



DIRECTORS' INTERESTS IN EQUITY OR DEBT SECURITIES (Cont'd)

At 30th June 2002, the following Directors owned interests in non-voting deferred shares in Ngai Hing Hong Plastic Materials Limited, which are subject to an option granted to Ngai Hing (International) Company Limited to acquire the said non-voting deferred shares.

| Name of Directors 董事姓名 | | Number of non-voting deferred shares held 持有無投票權遞延股份數目 | |
|---------------------------|-------|--|----------------------------|
| | | Personal interests 個人權益 | Other interests 其他權益 |
| Mr HUI Sai Chung | 許世聰先生 | 200,000 | 50,000 (i) |
| Mr HUI Kwok Kwong | 許國光先生 | 200,000 | 50,000 (ii) |

Notes:

- (i) These shares are held by Ever Win.
- (ii) These shares are held by Evergrow.

Save as disclosed above and other than certain nominee shares in the subsidiaries of the Company held by certain Directors of the Company in trust for the Group as at 30th June 2002, none of the Directors, chief executives and their associates have any beneficial or non-beneficial interests in the share capital of the Company and associated corporations required to be disclosed pursuant to the SDI Ordinance.

Save as disclosed under the section headed by "Share Options" above,

- (a) at no time during the year was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors or chief executives of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate; and
- (b) none of the Directors, chief executives, their spouses or children under the age of 18 had been granted any rights to subscribe for shares in or debentures of the Company, or exercised any such right.

董事於股本或債務證券中之權益 (續)

於二零零二年六月三十日，下列董事擁有毅興塑膠原料有限公司無投票權遞延股份權益，而該公司並已授予Ngai Hing (International) Company Limited可購買上述無投票權遞延股份之購股權。

| Name of Directors 董事姓名 | | Number of non-voting deferred shares held 持有無投票權遞延股份數目 | |
|---------------------------|-------|--|----------------------------|
| | | Personal interests 個人權益 | Other interests 其他權益 |
| Mr HUI Sai Chung | 許世聰先生 | 200,000 | 50,000 (i) |
| Mr HUI Kwok Kwong | 許國光先生 | 200,000 | 50,000 (ii) |

附註：

- (i) 該等股份由Ever Win持有。
- (ii) 該等股份由Evergrow持有。

除上文所披露及本公司若干董事以信託方式代本集團持有本公司若干附屬公司代理人股份外，於二零零二年六月三十日，各董事、行政總裁及彼等之聯繫人士於本公司及相聯法團之股本中概無擁有任何根據披露權益條例須予披露之實益或非實益權益。

除上述「購股權」一段所列外：

- (a) 於本年度任何時間內，本公司、其控股公司或其任何附屬公司並無參與訂立任何安排，致使本公司董事或行政總裁可藉購買本公司或任何其他法人團體之股份或債券而獲益；及
- (b) 各董事、行政總裁、其配偶或十八歲以下之子女概無獲授予可認購本公司股份或債券之權利，或已行使此等權利。



SUBSTANTIAL SHAREHOLDERS

As at 30th June 2002, other than the interests disclosed above in respect of the Directors, no other person is recorded in the register of substantial shareholders maintained under Section 16(1) of the SDI Ordinance as having 10 per cent. or more of the issued share capital of the Company.

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.

MAJOR CUSTOMERS AND SUPPLIERS

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

| | |
|---------------------------------|-----|
| The largest supplier | 19% |
| Five largest suppliers combined | 51% |

The aggregate percentage of sales attributable to the Group's five largest customers is less than 30 per cent. of the Group's total sales for the year ended 30th June 2002 and therefore no additional disclosure with regard to the major customers is made.

None of the Directors, their associates or any shareholders (which to the knowledge of the Directors owns more than 5 per cent. of the Company's share capital) had an interest in the major suppliers noted above.

COMPLIANCE WITH THE CODE OF BEST PRACTICE

In the opinion of the Directors, the Company has complied with Appendix 14 of the Listing Rules throughout the year ended 30th June 2002 except that the term of office for the Independent Non-executive Directors of the Company are subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Company's Bye-laws. This does not comply with Paragraph 7 of the Code of Best Practice which suggests that Independent Non-executive Directors should be appointed for a specific term.

主要股東

除上文所披露有關董事之權益外，根據本公司按披露權益條例第16(1)條而存置之主要股東名冊所顯示，概無任何人士於二零零二年六月三十日擁有本公司已發行股本百分之十或以上之權益。

管理合約

年內並無訂立或存有任何有關本公司業務之全部或任何重要部分之管理及行政合約。

主要客戶及供應商

本集團之主要供應商所佔之採購額百分比如下：

| | |
|-----------|-----|
| 最大供應商 | 19% |
| 五名最大供應商合共 | 51% |

本集團五大客戶於截至二零零二年六月三十日止年度應佔之總銷售額百分比少於本集團總銷售額百分之三十，故沒有額外披露該等主要客戶之資料。

於本年度任何時間內，概無董事、彼等之聯繫人士或股東（據董事所知擁有本公司百分之五以上之股本權益者）於上述主要供應商擁有任何權益。

遵守最佳應用守則

董事認為，除下列所述外，本公司於截至二零零二年六月三十日止年度內一直遵守上市規則附錄14之規定。根據本公司之公司細則，本公司獨立非執行董事須於股東週年大會上輪流告退及膺選連任，於此並無遵守最佳應用守則第7段獨立非執行董事須以固定任期委任之規定。



Report of the Directors 董事會報告書

AUDIT COMMITTEE

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

The Audit Committee provides an important link between the Board of Directors and the Company's auditors in matters coming within the scope of the group audit. It also reviews the effectiveness of the external audit and of internal controls and risk evaluation. The Audit Committee comprises two independent non-executive directors, namely Mr LAI Kam Wah and Dr WONG Chi Ying, Anthony. Meetings of the Audit Committee will be held not less than twice a year and the Audit Committee met with the Company's auditors in September 2002 to review the Group's results for the year before it was tabled for the approval of the Board of Directors.

AUDITORS

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

On behalf of the Board

HUI Sai Chung

Chairman

Hong Kong,
7th October 2002

審核委員會

本公司已參照由香港會計師公會發出之「成立審核委員會指引」編製及採納列明審核委員會之職權及責任之職權範圍書。

審核委員會就集團審計範圍內的事項擔任董事會與公司核數師之間的重要橋樑。審核委員會亦負責檢討公司內部與外部審核工作，以及內部監控與風險評估等方面的效能。審核委員會由兩位獨立非執行董事黎錦華先生及黃子墨博士組成。審核委員會每年會召開不少於兩次會議。本財政年度本集團之業績於提交董事會批准前，於二零零二年九月已經由審核委員會與公司核數師會面及檢討。

核數師

本賬目已由羅兵咸永道會計師事務所審核，該核數師任滿告退惟符合資格願意膺選連聘。

代表董事會

主席

許世聰

香港，
二零零二年十月七日