

Employee Share Incentive Scheme (continued)

On 18 February 2003, the Directors resolved to contribute HK\$180,000 to the Scheme enabling the trustees to subscribe for a total of 1,800,000 shares in the Company for the benefit of employees and members of the management of the Group in respect of their services for the year ended 31 December 2002 upon the expiration of a defined qualification period. 205,000 of the share entitlements have been allocated to certain Directors.

Directors' interests in shares

Details of the beneficial interests of the Directors in the share capital of the Company and its associated corporations as at 31 December 2002 as recorded in the register maintained under Section 29 of the Securities (Disclosure of Interests) Ordinance ("SDI Ordinance") are as follows:

Arthur H. del Prado (Note)	Arthur H. del Prado (附註)
Lam See Pong, Patrick	林師龐
Fung Shu Kan, Alan	馮樹根
Orasa Livasiri	Orasa Livasiri
Paulus Cornelis van den Hoek	Paulus Cornelis van den Hoek

Note:

As at 31 December 2002, Arthur H. del Prado, member of his immediate family and a foundation controlled by him together held about 23.20% of the issued share capital of ASM International. A wholly-owned subsidiary of ASM International, Advanced Semiconductor Materials (Netherlands Antilles) N.V. holds 207,427,500 shares of the Company as at 31 December 2002. ASM International also holds the fixed-rate participating shares of ASM Assembly Automation Limited and ASM Assembly Materials Limited which are wholly owned subsidiaries of the Company. These shares carry no voting rights, no rights to participate in a distribution of profits, and very limited rights on a return of capital.

僱員股份獎勵制度(續)

董事會於二零零三年二月十八日議決向該制度供款港幣180,000元，以使該制度之信託人於指定合格期間屆滿時，能就本集團僱員及管理階層成員截至二零零二年十二月三十一日止年度所提供之服務，為其受益認購合共1,800,000股本公司股份；其中205,000股股份權利已分配予部份董事。

董事股份權益

根據證券(公開權益)條例(「證券權益條例」)第二十九條保存名冊之記錄所示，於二零零二年十二月三十一日，各董事於本公司及有關公司之股份權益之詳細資料如下：

Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Other interests 其他權益
—	—	—	—
2,970,000	—	—	—
306,000	—	—	—
—	—	—	—
1,370,000	—	—	—

附註：

於二零零二年十二月三十一日，Arthur H. del Prado、其直系家族成員及一個由Arthur H. del Prado所控制之基金共持有ASM International已發行股本約百分之二十三點二。於二零零二年十二月三十一日，ASM International之全資附屬公司Advanced Semiconductor Materials (Netherlands Antilles) N.V. 持有207,427,500股本公司股份。ASM International亦持有先進自動器材有限公司及先進半導體物料科技有限公司之分享固定利息股份，而該兩間公司均為本公司之全資附屬公司。該等股份不享有投票之權利，亦無權享有分派之溢利，並在股本退還時只享有非常有限之權利。

Directors' interests in shares (continued)

Save as disclosed above and other than certain nominee shares in subsidiaries held by the Directors in trust for the Company or its subsidiaries, none of the Directors or chief executives held any interests in the share capital of the Company or its associated corporations as defined in the SDI Ordinance at 31 December 2002.

Directors' rights to acquire shares or debentures

Other than those rights described under the Employee Share Incentive Scheme, none of the Directors or chief executives or their spouses or children under the age of 18 had any right to subscribe for shares of the Company, or had exercised any such right during the year; and at no time during the year was the Company, any of its holding companies, fellow subsidiaries or 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.

Substantial shareholders

As at 31 December 2002, the register of substantial shareholders maintained under Section 16(1) of the SDI Ordinance shows that, other than the interest disclosed in "Directors' interests in shares" above in respect of Arthur H. del Prado, the Company has not been notified of any other interests representing 10% or more of the Company's issued share capital.

Directors' interests in contracts

During the year, the Group had certain transactions with the ASM International group of companies, details of which are set out in note 30 to the financial statements.

Arthur H. del Prado has interest in ASM International as disclosed in "Directors' interests in shares" above.

Save as disclosed above, no contracts of significance to which the Company, any of its holding companies, fellow subsidiaries or 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.

Directors' service contracts

No Director of the Company has a service contract with any company in the Group which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

董事股份權益 (續)

除上述所披露者及董事以信託方式代本公司持有附屬公司若干代理人股份外，於二零零二年十二月三十一日，董事或主要行政人員概無持有本公司或其有關公司(定義見證券權益條例)任何股本權益。

董事購買股份或債券之權利

除僱員股份獎勵制度所述之權利外，各董事或主要行政人員、或彼等之配偶或18歲以下之子女並無可認購本公司股份之權利，亦無於年內行使該等權利。於年內任何時間，本公司、控股公司、同集團附屬公司或附屬公司均無參與任何安排以使本公司董事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。

主要股東

於二零零二年十二月三十一日，根據證券權益條例第16(1)條存置之主要股東名冊所示，除以上之董事股份權益所披露有關Arthur H. del Prado之權益外，本公司並無接獲知會有任何其他人士擁有本公司已發行股本百分之十或以上權益。

董事在合約上之權益

年內，本集團與ASM International集團公司有若干交易，詳細資料載於財務報表附註第30項。

如上文「董事股份權益」所述，Arthur H. del Prado持有ASM International之權益。

除以上披露者外，本公司、本公司之控股公司、同集團附屬公司或附屬公司概無訂立是在年度結算日或年度內任何時間有效，而本公司董事於其中直接或間接擁有重大權益之重大合約。

董事之服務合約

本公司各董事概無與本集團任何公司訂立本集團不支付賠償(法定賠償除外)而不能於一年內終止之服務合約。

Purchase, sale or redemption of shares

There was no purchase, sale or redemption of shares of the Company by the Company or any of its subsidiaries during the year.

Pre-emptive rights

There are no provisions for pre-emptive rights under the Company's Articles of Association although there are no restrictions against such rights under the laws in the Cayman Islands.

Major customers and suppliers

The aggregate sales attributable to the five largest customers of the Group were less than 30% of the Group's turnover for the year under review.

The aggregate purchases attributable to the five largest suppliers of the Group were less than 30% of the Group's purchases for the year under review.

Donations

During the year, the Group made charitable and other donations amounting to HK\$155,000.

Corporate governance

In the opinion of the Directors, the Group has complied with the Code of Best Practice as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited throughout the year ended 31 December 2002.

Auditors

A resolution will be submitted to the annual general meeting to re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company.

On behalf of the board

Lam See Pong, Patrick

Director

18 February 2003

買賣或贖回股份

本公司或其任何附屬公司於是年度內並無買賣或贖回本公司股份。

先買權

本公司之公司組織章程細則並無任何有關先買權之條文，根據開曼群島法例，對先買權並無任何限制。

主要客戶及供應商

是年度，本集團之五家最大客戶合共所佔之集團營業額少於百分之三十。

是年度，本集團之五家最大供應商合共所佔本集團之採購額少於百分之三十。

捐款

年內，本集團之慈善捐款為港幣155,000元。

公司監管

董事會認為，本集團於截至二零零二年十二月三十一日止年度一直已遵守香港聯合交易所有限公司證券上市規則附錄14所載之最佳應用守則。

核數師

本公司將於股東週年大會提呈一項續聘德勤·關黃陳方會計師行為本公司核數師之決議案。

承董事會命

董事

林師龐

二零零三年二月十八日