



董事會報告

DIRECTORS' REPORT

# 董事會報告

## Directors' Report

董事會欣然提呈截至二零零二年十二月三十一日止年度之年報及經審核賬目。

### 主要業務

本公司為一間投資控股公司。其主要附屬公司之主要業務載於賬目附註32。

### 業績及分配

本集團截至二零零二年十二月三十一日止年度之業績載於年報第41頁之綜合收益表及隨附之賬目附註。

董事會建議向於二零零三年五月七日名列本公司股東登記冊之股東派付末期股息每股0.035港元及特別股息每股0.03港元。連同年內已派付之中期股息每股0.015港元合計，年內派付之股息總額為每股0.08港元，年內餘下之溢利予以保留。有關股息之詳情載於賬目附註11。

### 物業、機器及設備

本集團在年內為擴充本集團之業務而購入物業、機器及設備合共支出約36,000,000港元。

有關之詳情及本集團之物業、機器及設備在年內之其他變動詳情載於賬目附註13。

### 聯營公司

年內，本集團收購3togo Globalcom Limited約28.26%之股權，代價約為34,000,000港元。

有關本集團聯營公司於二零零二年十二月三十一日之詳情載於賬目附註15。

The Directors have pleasure in presenting their annual report and the audited financial statements for the year ended 31st December, 2002.

### PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The principal activities of its principal subsidiaries are set out in note 32 to the financial statements.

### RESULT AND APPROPRIATIONS

The results of the Group for the year ended 31st December, 2002 are set out in the consolidated income statement on page 41 of the annual report and in the accompanying notes to the financial statements.

The Directors recommend the payment of a final dividend of HK\$0.035 per share and a special dividend of HK\$0.03 per share payable to shareholders whose names appeared on the register of members on 7th May, 2003 which, together with the interim dividend of HK\$0.015 per share paid during the year, gives a total dividend of HK\$0.08 per share for the year and the retention of the remaining profit for the year. Details of the dividends are set out in note 11 to the financial statements.

### PROPERTY, PLANT AND EQUIPMENT

During the year, the Group spent approximately HK\$36,000,000 on the acquisition of property, plant and equipment for the purpose of expanding the Group's business.

Details of these and other movements in the property, plant and equipment of the Group during the year are set out in note 13 to the financial statements.

### ASSOCIATE

During the year, the Group acquired an approximately 28.26% equity interest in 3togo Globalcom Limited for a consideration of approximately HK\$34,000,000.

Details of the Group's associate at 31st December, 2002 are set out in note 15 to the financial statements.

### 業績、資產及負債

下表乃本集團截至二零零二年十二月三十一日止五個年度之綜合業績、資產及負債概要。

	二零零二年 2002 千港元 HK\$'000	二零零一年 2001 千港元 HK\$'000	二零零零年 2000 千港元 HK\$'000	一九九九年 1999 千港元 HK\$'000	一九九八年 1998 千港元 HK\$'000	
股東應佔溢利	Profit attributable to shareholders	<b>34,925</b>	31,452	30,497	31,833	51,940
總資產	Total assets	<b>790,197</b>	697,960	611,176	524,417	419,187
總負債	Total liabilities	<b>(377,662)</b>	(313,931)	(260,926)	(190,571)	(156,823)
少數股東權益	Minority interests	<b>(150,077)</b>	(135,238)	(121,406)	(112,504)	(45,831)
資產淨值	Net assets	<b>262,458</b>	248,791	228,844	221,342	216,533

附註：本集團截至一九九八年十二月三十一日止年度之業績、資產及負債乃根據合併之基準而編製，猶如本集團於一九九八年六月開始生效之企業架構重組計劃在截至一九九八年十二月三十一日止年度整段時期內一直存在。

### RESULTS, ASSETS AND LIABILITIES

The following table summarises the consolidated results, assets and liabilities of the Group for the five years ended 31st December, 2002.

Note: The results, assets and liabilities of the Group for the year ended 31st December, 1998 have been prepared on a combined basis as if the Group structure, which became effective in June 1998, had been in existence throughout the year ended 31st December, 1998.

### 流動資金及財政資源

於二零零二年十二月三十一日，現金及銀行結餘（包括已抵押銀行存款）合共為72,461,000港元（二零零一年：103,744,000港元）。計息之負債合共為256,054,000港元（二零零一年：248,294,000港元）。股東資金與少數股東權益合共為412,535,000港元（二零零一年：384,029,000港元）。淨資產負債比率（計息負債減現金／股東資金與少數股東權益）為44.5%（二零零一年：37.6%）。

### LIQUIDITY AND FINANCIAL RESOURCES

As at 31st December, 2002, the cash and bank balances (including pledged bank deposits) amounted to HK\$72,461,000 (2001: HK\$103,744,000). The interest bearing liabilities amounted to HK\$256,054,000 (2001: HK\$248,294,000). The shareholders' equity plus minority interests amounted to HK\$412,535,000 (2001: HK\$384,029,000). The net debt to equity ratio (interest bearing liabilities less cash/shareholders' equity plus minority interests) was 44.5% (2001: 37.6%).

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### 股本及認股權證

本公司之股本及認股權證在年內之詳情分別載於賬目附註22及23。

### 董事

以下乃年內及截至本報告日期為止之本公司董事會成員：

#### 執行董事

許經振先生 (主席)  
丘少明先生  
許檳榔先生  
李春仁先生  
周勁先生  
王鳳舞先生

#### 獨立非執行董事

林炳昌先生  
吳志揚先生

許檳榔先生及林炳昌先生將根據本公司之公司細則第87條之規定，在即將舉行之股東週年大會上依章告退，惟彼等已表示願意膺選連任。

### SHARE CAPITAL AND WARRANTS

Details of the share capital and warrants of the Company during the year are set out in notes 22 and 23 to the financial statements, respectively.

### DIRECTORS

The Directors of the Company during the year and up to the date of this report were:

#### Executive directors

Mr. Hui King Chun, Andrew (*Chairman*)  
Mr. Yau Chau Min, Paul  
Mr. Hui Bin Long  
Mr. Li Chun Ren  
Mr. Zhou Jin  
Mr. Wang Feng Wu

#### Independent non-executive directors

Mr. Lam Ping Cheung, Andrew  
Mr. Ng Chi Yeung, Simon

Messrs. Hui Bin Long and Lam Ping Cheung, Andrew shall retire at the forthcoming annual general meeting in accordance with Article 87 of the Bye-Laws of the Company and, being eligible, offer themselves for re-election.

### 董事及高級管理人員之履歷

#### DIRECTORS AND SENIOR MANAGEMENT'S BIOGRAPHICAL INFORMATION



#### 執行董事

許經振先生，52歲，本集團創辦人兼本公司主席及董事總經理。許先生負責本集團的整體管理及企業發展政策和策略，以及與中國多個不同的地方政府及有關當局協商。他在管理及製造方面積逾二十四年經驗，包括在印刷及包裝業的十年經驗。許先生亦是毅力工業集團有限公司（一間於香港聯合交易所有限公司（「聯交所」）上市之公司）之執行董事。

丘少明先生，39歲，本集團總經理，負責處理日常業務運作及項目管理、製訂本集團的行政政策和市場推廣策略及全面管理本集團的銷售活動。他在國立台灣大學畢業並取得經濟學士學位後，遠赴英國深造，並畢業於英國華威大學，獲工商管理碩士學位。丘先生曾任職於多間國際公司，在市場推廣及銷售、企業財務及管理方面積逾十四年經驗。他於一九九四年六月加盟本集團。

#### Executive directors

**Mr. Hui King Chun, Andrew**, aged 52, is the founder of the Group and chairman and managing director of the Company. Mr. Hui is responsible for the overall management and development of corporate policy and strategy of the Group, and the liaison with various local governments and authorities in the PRC. He has over 24 years' experience in management and manufacturing, including 10 years' experience in the printing and packaging business. Mr. Hui is also an executive director of Ngai Lik Industrial Holdings Limited, a company listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

**Mr. Yau Chau Min, Paul**, aged 39, is the general manager of the Group and is responsible for daily operations and project management, setting up administration policies, devising the Group's marketing strategy and overall management of the Group's sales activities. He holds a MBA degree from the University of Warwick in the United Kingdom after graduating from National Taiwan University with a Bachelor of Arts in Economics. Mr. Yau has had over 14 years' experience in marketing and sales, corporate finance and management with several multinational companies. He joined the Group in June 1994.

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許檳榔先生 Mr. Hui Bin Long



李春仁先生 Mr. Li Chun Ren



周勁先生 Mr. Zhou Jin

許檳榔先生，55歲，負責為本集團之印刷技術及應用進行研究及發展；製訂及維持一個高效率及有效的印刷運作系統，並就產品種類及滲透市場提供意見。許先生在印刷業積逾二十四年經驗。他於一九九三年六月加盟本集團。

李春仁先生，70歲，乃一九九三年雲南僑通合資企業其中一位創建員工，現為其副董事長。他在中國製造業方面有豐富經營及管理經驗。

周勁先生，43歲，負責雲南僑通合資企業之整體管理，乃雲南僑通合資企業其中一位創建員工，現為雲南僑通合資企業總經理。周先生乃中國高級經濟師，於中國社會科學院研究所商貿經濟專業碩士研究生畢業。他在一九九三年三月加入本集團前分別在中國雲南省一所大學及一間政府機關內從事學術及研究活動。

**Mr. Hui Bin Long**, aged 55, is responsible for the Group's research and development in printing technology and applications, establishing and maintaining an effective and efficient printing operation system and providing advice as to product variety and market penetration. Mr. Hui has had more than 24 years' experience in printing operations. He joined the Group in June 1993.

**Mr. Li Chun Ren**, aged 70, was one of the founding staff members of Yunnan Qiaotong JV in 1993 and is currently its vice chairman. He has extensive operational and management experience in the PRC's manufacturing industry.

**Mr. Zhou Jin**, aged 43, is responsible for the overall management of Yunnan Qiaotong JV. He was one of the founding staff members of Yunnan Qiaotong JV and is currently also its general manager. Mr. Zhou is a senior economist in the PRC and graduated from the Graduate School of Social Science College of the PRC with a major in business and economics. Prior to joining the Group in March 1993, he was engaged in academic and research activities with a university and a governmental bureau respectively in Yunnan Province, the PRC.



王鳳舞先生 Mr. Wang Feng Wu



林炳昌先生 Mr. Lam Ping Cheung, Andrew



吳志揚先生 Mr. Ng Chi Yeung, Simon

王鳳舞先生，48歲，負責哈爾濱高美印刷有限公司（「哈爾濱高美合資企業」）的整體管理，為哈爾濱高美合資企業的總經理。王先生為中國經濟師，畢業於中國北京印刷學院。一九九三年三月加盟本集團之前，他在中國印刷業積逾二十三年生產及管理經驗。

#### 獨立非執行董事

林炳昌先生，51歲，為香港合資格律師及香港林炳昌律師事務所之創辦人及獨立經營者。林先生亦是多間香港上市公司之獨立非執行董事，包括毅力工業集團有限公司、金源米業有限公司、互聯控股有限公司、恆盛東方控股有限公司、確利達包裝國際控股有限公司及Unity Investments Holdings Limited。他於一九九八年五月獲本公司委任。

吳志揚先生，45歲，為香港、英格蘭及威爾斯之合資格律師、新加坡註冊大律師、澳洲首都地區的大律師。吳先生乃鄒陳律師行之顧問，亦是兩間香港上市公司之獨立非執行董事，包括毅力工業集團有限公司及永發置業投資有限公司。吳先生持有英國 Manchester Metropolitan University 學士學位及持有中國法及比較法之法學碩士學位。吳先生為香港大學之兼職講師，任教商業法。他於一九九八年五月獲本公司委任。

**Mr. Wang Feng Wu**, aged 48, is responsible for the overall management of Harbin Gaomei Printing Company Limited ("Harbin Gaomei JV"). He is the general manager of Harbin Gaomei JV. Mr. Wang is an economist in the PRC and a graduate of Beijing Printing College, the PRC. Prior to joining the Group in March 1993, he had over 23 years' experience in operation and management in the PRC's printing industry.

#### Independent non-executive directors

**Mr. Lam Ping Cheung, Andrew**, aged 51, is qualified as a solicitor in Hong Kong. He is the founder and sole proprietor of Messrs. C.L. Chow & Lam, a law firm in Hong Kong. He is also an independent non-executive director of several public listed companies in Hong Kong including Ngai Lik Industrial Holdings Limited, Golden Resources Development International Limited, China United Holdings Limited, Hansom Eastern (Holdings) Limited, Qualipak International Holdings Limited and Unity Investments Holdings Limited. He was appointed by the Company in May 1998.

**Mr. Ng Chi Yeung, Simon**, aged 45, is qualified as a solicitor in Hong Kong, England and Wales, an advocate and solicitor in Singapore, and a barrister in the Australian Capital Territory. He is a consultant of Rowland Chow, Chan & Company, a law firm in Hong Kong. He is also an independent non-executive director of two other publicly listed companies in Hong Kong, namely, Ngai Lik Industrial Holdings Limited and Winfair Investment Company Limited. Mr. Ng holds a bachelor degree from the Manchester Metropolitan University in the United Kingdom and a master degree in Chinese and Comparative Law. Mr. Ng is a part-time lecturer teaching commercial law at The University of Hong Kong. He was appointed by the Company in May 1998.

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### 顧問

馬宏泰先生，72歲，負責就雲南僑通合資企業及哈爾濱高美合資企業之業務運作進行實地研究，並為操作人員提供生產技巧及技術的培訓，以及為本集團未來發展方向提出有關產品組合之意見。馬先生在一九九三年六月加盟本集團之前，已經在中國印刷業之運作、技術訓練及管理方面積逾五十五年豐富經驗。馬先生乃中國之高級工程師。

### 高級管理人員

陳志毅先生，35歲，為本公司之財務總監及公司秘書，負責本集團之整體財務及公司秘書事宜。陳先生持有香港大學社會科學學士學位。陳先生現任香港會計師公會會員及英國公認會計師公會資深會員，亦為香港執業會計師。他於不同工商行業之審計、會計及公司財務方面積逾十二年經驗。陳先生於二零零二年九月加盟本集團。

歐陽浩明先生，53歲，本集團印刷發展經理。負責雲南僑通合資企業之柯式印刷實地研究，並為操作人員提供生產管理及技術的培訓，以及為本集團未來發展方向提出有關產品及設備組合之意見。歐陽先生在二零零二年七月加盟本集團之前，他在印刷業積逾三十年豐富經驗。

### Consultant

**Mr. Ma Hong Tai**, aged 72, is responsible for field study of the operations of Yunnan Qiaotong JV and Harbin Gaomei JV, providing training for operations staff on production technique and workmanship and advising on the direction of the future development for the Group by giving an opinion on product combinations. Prior to joining the Group in June 1993, Mr. Ma had over 55 years' experience in operations, technical training and management in the PRC's printing industry. He is a senior engineer in the PRC.

### Senior management

**Mr. Chan Chi Ngai, John**, aged 35, is the financial controller and company secretary of the Company and is responsible for the Group's overall financial and company secretarial matters. Mr. Chan holds a Bachelor Degree in Social Science from The University of Hong Kong. He is an associate member of the Hong Kong Society of Accountants and a fellow member of Association of Chartered Certified Accountants. He is also a Certified Public Accountant in Hong Kong. He has more than 12 year's experience in auditing, accounting and corporate finance matters in various commercial and industrial sectors. He joined the Group in September 2002.

**Mr. Au Yeung Ho Ming**, aged 53, is printing development manager of the Group. He is responsible for field study of offset printing operations of Yunnan Qiaotong JV, providing production management and technical training for the offset department, and advising on the direction of the future development for the Group by giving opinion on product and equipment combinations. Prior to joining the Group in July 2002, he had over 30 years' experience in printing industry.



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王金樂先生，56歲，本集團石油業務經理，負責本集團石油業務之運作事宜。王先生於二零零二年五月加盟本集團之前，曾任職一家大型跨國石油公司，積逾二十七年之全球燃油業務經驗。

麥潔瑩女士，35歲，本集團助理項目經理。她負責協調本集團中國生產設備之運作及協助採購各項生產設備、零部件、配件及原材料。她於一九九三年三月加盟本集團。

張靖先生，43歲，受聘於雲南僑通合資企業開業時，現任其副總經理，負責其生產策劃及運作事宜。張先生結業於中國人民大學工商管理碩士研究生班。

李建平先生，45歲，自二零零一年三月受聘為雲南僑通合資企業副總經理。李先生在中國香煙製造業之生產管理方面積逾十七年經驗。

陶飛虎先生，49歲，自二零零一年七月受聘為雲南僑通合資企業副總經理，負責銷售及市場推廣活動，乃雲南僑通合資企業其中一位創建員工。陶先生在中國之生產及市場推廣管理方面積逾二十八年經驗。

文杰先生，40歲，受聘於雲南僑通合資企業開業時，現任其總工藝師，負責工藝技術。文先生持有中國雲南大學理學士學位。

**Mr. Wong Kam Lok, Andrew**, aged 56, is the manager of petroleum business of the Group. He is responsible for the operation of petroleum business of the Group. Prior to joining the Group in May 2002, Mr. Wong has served in a multi-national major oil company over 27 years for worldwide fuel oil business.

**Ms. Mak Kit Ying, Maggie**, aged 35, is the assistant project manager of the Group. She is responsible for coordinating the operation of the Group's production facilities in the PRC and assisting in the procurement of production equipment, spare parts, accessories and raw materials. She joined the Group in March 1993.

**Mr. Zhang Jing**, aged 43, has been employed by Yunnan Qiaotong JV since its inception and is currently its deputy general manager. He is responsible for its production planning and operations. Mr. Zhang graduated from the Graduate Course of Business Administration of the People's University of China, the PRC.

**Mr. Li Jian Ping**, aged 45, has been the deputy general manager of Yunnan Qiaotong JV since March 2001. Mr. Li has had over 17 years' experience in production management of the PRC's tobacco manufacturing industry.

**Mr. Tao Fei Hu**, aged 49, has been the deputy general manager of Yunnan Qiaotong JV since July 2001 for supervising the sales and marketing activities. He was one of the founding staff members of Yunnan Qiaotong JV. Mr. Tao has had over 28 years' working experience in production and marketing management in the PRC.

**Mr. Wen Jie**, aged 40, has been employed by Yunnan Qiaotong JV since its inception and is currently its chief workmanship officer. He is responsible for its production technique and workmanship. Mr. Wen holds a bachelor degree of science from University of Yunnan, the PRC.

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江飛先生，41歲，受聘於雲南僑通合資企業開業時，現任其總工程師，負責生產設備管理。江先生為中國工程師，持有中國雲南工業大學學士學位。

葛祖德先生，40歲，受聘於雲南僑通合資企業開業時，現任其財務經理。葛先生為中國會計師。

馬桂雲女士，63歲，哈爾濱高美合資企業之財務經理。她在一九九八年三月加盟本集團之前，在中國之財務及會計方面積逾四十四年豐富經驗。馬女士為中國會計師。

劉雲先生，45歲，哈爾濱高美合資企業生產及品質管理的生產部總調度人。他在二零零二年十月加盟本集團之前，已在中國之印刷業積逾二十二年經驗。

白巍女士，36歲，哈爾濱高美合資企業的總經理助理，負責行政管理。白女士畢業於中國一間大學，在一九九四年五月加盟本集團。

**Mr. Jiang Fei**, aged 41, has been employed by Yunnan Qiaotong JV since its inception and is currently its chief engineer. He is responsible for the management of production equipment. Mr. Jiang is an engineer in the PRC and holds a bachelor degree from Yunnan University of Industry, the PRC.

**Mr. Ge Zu De**, aged 40, has been employed by Yunnan Qiaotong JV since its inception and is currently its finance manager. Mr. Ge is an accountant in the PRC.

**Ms. Ma Gui Yun**, aged 63, is the finance manager of Harbin Gaomei JV. Prior to joining the Group in March 1998, she had over 44 years' experience in finance and accounting in the PRC. Ms. Ma is an accountant in the PRC.

**Mr. Liu Yun**, aged 45, is the chief production coordinator for the production and quality control of Harbin Gaomei JV. Prior to joining the Group in October 2002, he had over 22 years' experience in the PRC's printing industry.

**Ms. Bai Wei**, aged 36, is the assistant to general manager of Harbin Gaomei JV and is responsible for administration management. Ms. Bai graduated from a university in the PRC and joined the Group in May 1994.

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### 董事擁有之證券權益

於二零零二年十二月三十一日，根據本公司遵照證券（披露權益）條例（「披露權益條例」）第29條而存置之登記冊所記錄或據本公司所知，一位董事擁有本公司股本權益如下：

姓名 Name	權益性質 Nature of interest	股份數目 Number of shares
許經振先生 Mr. Hui King Chun, Andrew	其他（附註） Other (Note)	199,500,000

附註：該等股份以Accufit Investments Inc.之名義登記。該公司由一項全權信託基金間接全資擁有，其受益人為許經振先生之家族成員。

### DIRECTORS' INTERESTS IN SECURITIES

As at 31st December, 2002, one of the directors had the following interests in the share capital of the Company as recorded in the register maintained by the Company under Section 29 of the Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance") or as notified to the Company:

Note: These shares are registered in the name of Accufit Investments Inc., a company indirectly wholly-owned by a discretionary trust, the beneficiaries of which are the family members of Mr. Hui King Chun, Andrew.

除本文件披露者外，於二零零二年十二月三十一日，概無任何本公司董事、彼等之聯繫人士或本公司之行政總裁於本公司或其任何相聯法團之證券中實益或非實益擁有根據披露權益條例須予披露之權益。

Save as disclosed herein, none of the directors, their associates or chief executives of the Company had any beneficial or non-beneficial interests in the securities of the Company or any of its associated corporations as defined in the SDI Ordinance as at 31st December, 2002.

### 董事購買股份或債券之權利

除賬目附註24所披露者外，在本年度內之任何時間內，本公司、其控股公司或其附屬公司概無參與能夠使本公司董事或行政總裁藉着購入本公司或任何其他法人團體之股份或債券而獲得利益之任何安排；及概無任何董事或行政總裁或任何彼等之配偶或18歲以下子女有權認購本公司證券或已行使該項權利。

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in note 24 to the financial statements, 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 acquisition of shares in, or debentures of the Company or any other body corporate, and none of the directors, or chief executives, or any of their spouses or children under the age of 18, and had any right to subscribe for securities of the Company or had exercised any such right.

## 董事會報告 | Directors' Report

### 董事服務合約

概無任何擬在應屆股東週年大會上膺選連任之董事與本公司訂立任何不作補償(法定賠償除外)則不可於一年內終止之服務合約。

### 董事於合約之權益

除賬目附註31所載與Oncapital Limited進行之交易外，本公司、其控股公司或其任何附屬公司概無參與訂立任何年終或年內任何時間有效，並與本集團業務有重大關係之合約，而本公司董事於當中直接或間接擁有任何重大權益。

### 主要股東

於二零零二年十二月三十一日，除上文「董事擁有之證券權益」一節披露有關董事之股份權益外，根據本公司遵照披露權益條例第16(1)條之規定而存置之主要股東登記冊所載，概無任何其他人士擁有本公司已發行股本10%或以上權益。

### 關連交易

本集團在年內之須予披露關連交易詳情載於賬目附註31(i)。就與雲南昭通卷煙廠(「雲南昭通」)進行之交易而言，聯交所已有條件批准本公司豁免嚴格遵守聯交所證券上市規則(「上市規則」)之有關規定，而本公司獨立非執行董事已確認，有關交易乃根據聯交所批准之豁免所載之條件進行。

### DIRECTORS' SERVICE CONTRACTS

None of the directors proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

### DIRECTORS' INTERESTS IN CONTRACTS

Apart from transactions entered into with Oncapital Limited as set out in note 31 to the financial statements, no contracts of significance in relation to the Group's business to which the Company, its holding 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.

### SUBSTANTIAL SHAREHOLDERS

As at 31st December, 2002, other than the interests in shares disclosed under the heading "Directors' Interests in Securities", no other person was recorded in the register of substantial shareholders maintained under Section 16(1) of the SDI Ordinance as having an interest in 10% or more of the issued share capital of the Company.

### CONNECTED TRANSACTIONS

Details of discloseable connected transactions of the Group during the year are set out in note 31(i) to the financial statements. The transactions were entered into with Yunnan Zhaotong Cigarette Factory ("YZCF"). The Stock Exchange has granted conditional waivers to the Company from strict compliance with the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") and the independent non-executive directors of the Company have confirmed that these transactions were carried out in compliance with the conditions set out in the waivers granted by the Stock Exchange.

## 董事會報告 | Directors' Report

獨立非執行董事認為，上述交易乃根據本集團日常及普通業務程序按一般商業條款進行，而有關條款對本公司股東亦公平及合理。

除上文披露者外，並無任何其他交易須遵照上市規則之有關規定而列作關連交易及進行披露。

### 主要客戶及供應商

截至二零零二年十二月三十一日止年度，本集團之最大客戶及五大客戶分別佔本集團總營業額約13%及59%。本集團最大供應商及五大供應商分別佔本集團總購貨額約24%及59%。

董事、彼等之聯繫人士或股東(就董事會所知擁有本公司股本5%以上者)概無擁有上述各大客戶及供應商之任何股本權益。

### 買賣或贖回本公司之上市證券

本公司或其任何附屬公司於年內概無買賣或贖回本公司之任何上市證券。

### 優先購股權

本公司之公司細則或百慕達法例並無設立優先購股權之規定，而本公司亦毋須據此按比例向現有股東提呈發售新股份。

In the opinion of independent non-executive directors, the above transactions were carried out on normal commercial terms, in the ordinary and usual course of business of the Group, on terms that are fair and reasonable so far as shareholders of the Company are concerned.

Save as disclosed above, there were no other transactions which need to be disclosed as connected transactions in accordance with the requirements of the Listing Rules.

### MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31st December, 2002, the Group's largest customer and five largest customers accounted for approximately 13% and 59% respectively of the Group's total turnover. The Group's largest supplier and five largest suppliers accounted for approximately 24% and 59% respectively of the Group's total purchases.

None of the directors, their associates or any shareholders (which to the knowledge of the Directors owned more than 5% of the Company's share capital) had an interest in the share capital of any of the largest customers or suppliers.

### PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-Laws, or the laws in Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

## 董事會報告 | Directors' Report

### 企業監管

本公司在年內一直均有遵照上市規則附錄14所載之最佳應用守則。

### 聯席核數師

本公司將會在即將舉行之股東週年大會上提呈一項決議案，再次委聘德勤•關黃陳方會計師行及陳浩賢會計師事務所為本公司之聯席核數師。

承董事會命

許經振

主席

香港，二零零三年四月九日

### CORPORATE GOVERNANCE

During the year, the Company has complied with the Code of Best Practice as set out in Appendix 14 of the Listing Rules.

### JOINT AUDITORS

A resolution will be submitted to the forthcoming annual general meeting to re-appoint of Messrs. Deloitte Touche Tohmatsu and Messrs. Graham H.Y. Chan & Co. as joint auditors of the Company.

By order of the Board

**Hui King Chun, Andrew**

*Chairman*

Hong Kong, 9th April, 2003