

The directors present their annual report and the audited financial statements for the year ended 31 December 2002.

董事會謹此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財務報表。

PRINCIPAL ACTIVITIES

主要業務

The Company is an investment holding company. It also provides corporate management services.

本公司乃投資控股公司，並提供公司管理服務。

The principal activities of the Company's principal subsidiaries as at 31 December 2002, are set out in note 34 to the financial statements.

本公司各主要附屬公司於二零零二年十二月三十一日之主要業務載於財務報表附註 34。

RESULTS AND APPROPRIATION

業績及分配

The results of the Group for the year ended 31 December 2002 are set out in the consolidated income statement on page 32 of the annual report and in the accompanying notes to the financial statements.

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本年報第32頁之綜合收益表及財務報表附註。

On 16 April 2003, the Company proposed a reduction of the share premium account which is subject to the approval of the shareholders.

於二零零三年四月十六日，本公司建議削減股份溢價賬，惟須得到股東之批准。

On the same date, the Company also proposed to declare and pay a special dividend of 0.5 HK cents per ordinary share for the year ended 31 December 2002 out of the distributable reserve arising from the reduction of the share premium account on the condition that the above reduction of the share premium account will be approved by the shareholders of the Company.

同日，本公司亦建議自削減股份溢價賬所產生之可供分派儲備中，就截至二零零二年十二月三十一日止年度宣派及派付每股普通股0.5港仙之特別股息，惟上述之削減股份溢價賬須經本公司股東批准後，方可作實。

MAJOR CUSTOMERS AND SUPPLIERS

主要客戶及供應商

During the year, the five largest customers in aggregate accounted for approximately 81% of the turnover of the Group and the largest customer accounted for approximately 53% of the turnover of the Group while Shenzhen TOP Guo Wei Electronics Co., Ltd., the Group's manufacturing centre in the People's Republic of China, accounted for 100% of the purchases of the Group.

年內，五大客戶合共佔本集團營業額約81%，而最大客戶則佔本集團營業額約53%；而本集團位於中華人民共和國之生產基地深圳托普國威電子有限公司則佔本集團購貨額100%。

At no time during the year did a director, an associate of a director (within the meaning of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange")) or a shareholder of the Company (which to the knowledge of the directors owns more than 5% of the Company's share capital) have an interest in any of the Group's five largest customers or suppliers.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in note 11 to the financial statements.

SHARE CAPITAL

Details of the movements in the Company's share capital during the current year are set out in note 23 to the financial statements.

RESERVES AND DEFICIT

Movements in the reserves and deficit of the Group and the Company during the year are set out in consolidated statement of changes in equity and note 25 to the financial statements respectively.

董事、董事之聯繫人士（定義見香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」））或據董事會所知擁有本公司股本5%以上之本公司股東，概無於年內任何時間擁有本集團五大客戶或供應商之任何權益。

物業、廠房及設備

年內本集團物業、廠房及設備之變動詳情載於財務報表附註11。

股本

有關本公司股本於年內之變動詳情載於財務報表附註23。

儲備及虧絀

本集團與本公司於年內之儲備及虧絀變動，分別載於綜合權益變動報表及財務報表附註25。

DIRECTORS

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

Executive directors:

Peter Francis AMOUR - *Chairman*

Sir Keith BRIGHT - *Vice Chairman*

Malcolm PATON

LEUNG Shek Kong

MAK Chee Bun (appointed on 14 June 2002)

Non-executive directors:

Thomas CHIA *

Edward MILWARD-OLIVER *

TSAO Kwang Yung, Peter, C.B.E., C.P.M.

(resigned on 30 September 2002)

* *Independent non-executive*

In accordance with Clauses 86(2), 87(1) and 87(2) of the Company's Bye-laws, Mr. Paton and Mr. Mak retire by rotation, and being eligible, offer themselves for re-election at the forthcoming annual general meeting.

The term of office for each of the non-executive directors is the period from the date of appointment up to his retirement by rotation in accordance with the Company's Bye-laws.

DIRECTORS' SERVICE CONTRACTS

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

董事

本公司年內及截至本報告日期止之董事如下：

執行董事：

區沛達－主席

Keith BRIGHT 爵士－副主席

Malcolm PATON

梁錫光

麥致賁（於二零零二年六月十四日獲委任）

非執行董事：

賈元平 *

Edward MILWARD-OLIVER*

曹廣榮 C.B.E., C.P.M.

（於二零零二年九月三十日辭任）

* 獨立非執行董事

根據本公司之公司細則第 86(2)、87(1)及 87(2) 條，Paton 先生及麥先生輪流告退，惟願於即將舉行之股東週年大會上膺選連任。

各非執行董事之任期由獲委任當日起計，直至根據本公司之公司細則輪流告退為止。

董事之服務合約

擬於即將舉行之股東週年大會上膺選連任之董事，概無與本集團訂立本集團不可於一年內終止而毋須給予補償（法定補償除外）之服務合約。

DIRECTORS' INTERESTS IN SECURITIES

As at 31 December 2002, the interests of the directors and their associates in the securities of the Company and 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 pursuant to Section 29 of the SDI Ordinance or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies in the Listing Rules were as follows:

Name of Director

董事姓名

Peter Francis AMOUR 區沛達

Malcolm PATON

LEUNG Shek Kong 梁錫光

Thomas CHIA 賈元平

MAK Chee Bun 麥致賁

Note: 80,637,615 shares were held by Suncorp Partners Limited, a company incorporated in the British Virgin Island, in which Mr. Peter Francis AMOUR has the effective voting power under the SDI Ordinance.

Save as disclosed above and other than certain nominee shares in subsidiaries held in trust for the Group, at 31 December 2002, none of the directors or their associates had any interests in any securities of the Company or any of its associated corporations within the meaning of the SDI Ordinance, and none of the directors, or their spouses or children under the age of eighteen, had any rights to subscribe for the securities of the Company, or had exercised any such rights during the year.

董事之證券權益

於二零零二年十二月三十一日，董事及彼等之聯繫人士在本公司及其相聯法團（定義見證券（披露）權益條例（「披露權益條例」））證券中擁有已於根據披露權益條例第29條由本公司置之登記冊記錄，或已根據上市規則內上市公司董事進行證券交易之標準守則知會本公司及聯交所之權益如下：

Number of shares held

所持股份數目

| | Personal interests | Corporate interests |
|--|--------------------|---------------------|
| | 個人權益 | 公司權益 |

| | |
|---|------------|
| — | 80,637,615 |
|---|------------|

(Note) (附註)

| | |
|-----------|---|
| 1,391,202 | — |
|-----------|---|

| | |
|-----------|---|
| 2,086,804 | — |
|-----------|---|

| | |
|---------|---|
| 240,000 | — |
|---------|---|

| | |
|-----------|---|
| 1,756,751 | — |
|-----------|---|

附註： 80,637,615 股股份乃由 Suncorp Partners Limited 持有，該公司於英屬處女群島註冊成立，根據披露權益條例，區沛達先生擁有該公司之有效投票權。

除上文所披露者及以信託方式代本集團持有附屬公司之若干代理人股份外，於二零零二年十二月三十一日，各董事或彼等之聯繫人士概無於本公司或其任何相聯法團（定義見披露權益條例）之任何證券中擁有任何權益，而各董事、或彼等之配偶或18歲以下子女於年內亦無擁有任何可認購本公司證券之權利，或行使任何該等權利。

SHARE OPTION

Particulars of the Company's share option scheme are set out in note 24 to the financial statements.

The following table discloses movements in the Company's share options held by certain directors during the year:

購股權

本公司之購股權計劃詳情載於財務報表附註 24 中。

下表披露若干董事持有之本公司購股權於年內之變動：

| Director | Notes | Date of grant | Exercise price | Balance at 1.1.2002 於二零零二年一月一日 之結餘 | Granted during the year 於年內 授出 | Lapsed during the year 於年內 失效 | Balance at 31.12.2002 於二零零二年十二月三十一日 之結餘 |
|-------------------------------------|-------|--------------------------------|-------------------|--|--------------------------------------|-------------------------------------|---|
| 董事 | 附註 | 授出日期 | 行使價 HK\$ 港元 | | | | |
| Peter Francis AMOUR 區沛達 | (b) | 27 June 2000 二零零零年六月二十七日 | 0.567 | 2,400,000 | — | — | 2,400,000 |
| | (d) | 10 September 1999 一九九九年九月十日 | 0.428 | 2,955,808 | — | (2,955,808) | — |
| | (c) | 4 December 2002 二零零二年十二月四日 | 0.292 | — | 1,500,000 | — | 1,500,000 |
| Sir Keith BRIGHT Keith BRIGHT 爵士 | (b) | 27 June 2000 二零零零年六月二十七日 | 0.567 | 300,000 | — | — | 300,000 |
| | (c) | 4 December 2002 二零零二年十二月四日 | 0.292 | — | 50,000 | — | 50,000 |
| Malcolm PATON | (a) | 6 June 1997 一九九七年六月六日 | 14.333 | 799,200 | — | — | 799,200 |
| | (b) | 30 June 2000 二零零零年六月三十日 | 0.567 | 2,385,000 | — | — | 2,385,000 |
| | (c) | 4 December 2002 二零零二年十二月四日 | 0.292 | — | 1,500,000 | — | 1,500,000 |

| Director | Notes | Date of grant | Exercise price | Balance at 1.1.2002 於二零零二年 一月一日 之結餘 | Granted during the year 於年內 授出 | Lapsed during the year 於年內 失效 | Balance at 31.12.2002 於二零零二年 十二月三十一日 之結餘 |
|------------------------|-------|-------------------------------|-------------------|---|--|---|--|
| 董事 | 附註 | 授出日期 | 行使價 HK\$ 港元 | | | | |
| LEUNG Shek Kong 梁錫光 | (a) | 6 June 1997 一九九七年六月六日 | 14.333 | 799,200 | — | — | 799,200 |
| | (b) | 30 June 2000 二零零零年六月三十日 | 0.567 | 2,250,000 | — | — | 2,250,000 |
| | (c) | 4 December 2002 二零零二年十二月四日 | 0.292 | — | 1,500,000 | — | 1,500,000 |
| MAK Chee Bun 麥致貞 | (b) | 19 October 2000 二零零零年十月十九日 | 0.567 | 750,000 | — | — | 750,000 |
| | (b) | 5 June 2001 二零零一年六月五日 | 0.434 | 1,500,000 | — | — | 1,500,000 |
| | (c) | 4 December 2002 二零零二年十二月四日 | 0.292 | — | 1,500,000 | — | 1,500,000 |
| | | | | 14,139,208 | 6,050,000 | (2,955,808) | 17,233,400 |

The fair value of the options granted in the current year totalled approximately HK\$1,568,000. The following significant assumptions were used to derive the fair value, using the Black Scholes option pricing model:

於本年度所授出購股權之公平價值合共約1,568,000港元。利用布萊克—蘇爾司期權價格公式計算公平價值時，作以下主要假設：

- | | |
|--|----------------------------|
| 1) an expected volatility of 68% based on historical volatility; | 1) 按過往之波動情況計算，預期波幅為68%； |
| 2) no annual dividends based on historical dividends; | 2) 按過往之股息計算並無年度股息； |
| 3) the estimated expected life of the options granted during 2002 is five years; and | 3) 於二零零二年內授出之購股權之估計年期為五年；及 |

- 4) a risk-free interest rate of 3.59% based on the Hong Kong Exchange Fund Notes interest rate at the date the options were granted.

For the purpose of the calculation of fair value, no adjustment has been made in respect of options expected to be forfeited due to lack of historical data.

The Black Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share price. Because changes in subjective input assumptions can materially affect the fair value estimate, in the opinion of directors, the existing model does not necessarily provide a reliable single measure of the fair value of the share options.

Notes:

- (a) The options were granted pursuant to a share option scheme of the Company adopted on 19 April 1994.
- (b) The options were granted pursuant to a share option scheme of the Company adopted on 7 September 1999.
- (c) The options were granted pursuant to a share option scheme of the Company adopted on 23 May 2002.
- (d) The options were granted to Suncorp Partners Limited, a company in which a director of the Company, Mr. Peter Francis AMOUR has the effective voting power under the SDI Ordinance.

Save as disclosed above, at no time during 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, and neither the directors nor the chief executives, nor any of their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right.

- 4) 根據於購股權授出日期之香港外匯基金票據利率計算，無風險利率為 3.59%。

就計算公平價值而言，由於缺乏過往數據，故並無就預期可予沒收之購股權作出調整。

布萊克－蘇爾司期權價格公式須作高度主觀假設，包括股價波動。由於主觀假設可對公平價值估計構成重大影響，故董事認為，現有公式未必是計算購股權公平價值之唯一可靠方法。

附註：

- (a) 該等購股權乃根據本公司於一九九四年四月十九日採納之購股權計劃授出。
- (b) 該等購股權乃根據本公司於一九九九年九月七日採納之購股權計劃授出。
- (c) 該等購股權乃根據本公司於二零零二年五月二十三日採納之購股權計劃授出。
- (d) 該等購股權乃授予 Suncorp Partners Limited，根據披露權益條例，本公司董事區沛達先生於該公司持有有效投票權。

除上文所披露者外，本公司或其任何附屬公司於年內概無訂立任何安排，以致本公司董事可藉購入本公司或任何其他法人團體之股份或債券而獲益，而概無董事、行政總裁、彼等各自之配偶或十八歲以下之子女有權認購本公司之證券，或已行使該等權利。

SUBSTANTIAL SHAREHOLDERS

Other than the interests disclosed above in respect of certain directors, as at 31 December 2002, the register of substantial shareholders maintained by the Company pursuant to Section 16(1) of the SDI Ordinance shows that the persons who were, directly or indirectly, interested in 10% or more of the nominal value of any class of issued share capital carrying rights to vote in all circumstances at general meetings of the Company were as follows:

| Name 名稱 | Number of share held 所持股份數目 |
|--------------------------|--------------------------------|
| Suncorp Partners Limited | 80,637,615 |

Saved as disclosed above, the directors are not aware of any other persons having an interest in shares representing 10% or more of the issued capital of the Company.

DISCLOSURE UNDER PRACTICE NOTE 19 OF THE LISTING RULES

As at 31 December 2002, the guarantees given by the Group to banks in respect of banking facilities granted to a jointly controlled entity amounted to approximately HK\$74,861,000.

The balance sheet of the above jointly controlled entity, which is extracted from its unaudited management accounts, at 31 December 2002 is as follows:

| | HK\$'000 千港元 |
|--------------------------------|------------------|
| Non-current assets | 163,755 |
| Current assets | 48,323 |
| Current liabilities | (583,283) |
| Non-current liabilities | (2,663) |
| | <u>(373,868)</u> |
| Group's attributable interests | <u>—</u> |

主要股東

除上文所披露若干董事之權益外，按本公司遵照披露權益條例第16(1)條置存之主要股東登記冊所披露，於二零零二年十二月三十一日，顯示直接或間接擁有附有權利可於任何情況下在本公司股東大會上投票之任何類別之已發行股本面值10%或以上權益之人士如下：

除上文披露者外，董事並不知悉有任何其他人士擁有相當於本公司已發行股本10%或以上之股份權益。

根據上市規則第19項應用指引作出之披露

於二零零二年十二月三十一日，本集團就授予一間合營公司之銀行融資約74,861,000港元而提供擔保。

上述合營公司之資產負債表乃摘錄自其於二零零二年十二月三十一日之未經審核管理賬目，並載列如下：

Details of the jointly controlled entity are set out in note 14 to the financial statements.

合營公司之詳情載於財務報表附註 14。

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

董事於重大合約之權益

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 at any time during the year or at any time during the year.

年內任何時間，本公司或其任何附屬公司概無訂立任何重大且本公司任何董事直接或間接擁有重大權益之合約。

PRE-EMPTIVE RIGHTS

優先購買權

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

本公司之公司細則或百慕達法例並無對優先購買權作出任何限制，促使本公司須按比例向現有股東提呈發售新股份。

CORPORATE GOVERNANCE

公司管治

The Company has complied throughout the year ended 31 December 2002 with the Code of Best Practices as set out in Appendix 14 of the Listing Rules.

本公司於截至二零零二年十二月三十一日止整個年度已遵守上市規則附錄十四所載之最佳應用守則。

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

購買、出售或贖回本公司之上市證券

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

本公司或其任何附屬公司於年內概無購買、出售或贖回本公司任何上市證券。

AUDITORS

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

On behalf of the Board

Peter F Amour
CHAIRMAN

Hong Kong, 16 April 2003

核數師

於即將舉行之本公司股東週年大會將提呈一項決議案，重新委聘德勤•關黃陳方會計師行為本公司核數師。

代表董事會

區沛達
主席

香港，二零零三年四月十六日