

截至二零零二年十二月三十一日止年度(所有款額均以港元呈報)

For the year ended 31 December 2002 (Amounts expressed in Hong Kong dollars)

1. 一般資料

本公司於開曼群島註冊成立為一間獲豁免的有限責任公司，其股份於香港聯合交易所有限公司上市。

本集團從事製造及銷售稀土產品、耐火產品及熒光產品。

2. 採納會計實務準則／會計政策變動

於本年度，本集團首次採納多項由香港會計師公會頒佈之全新及經修訂之會計實務準則(「會計實務準則」)。採納該等會計實務準則導致本集團現金流量表及權益變動表之呈報格式出現多項變動，但對本年度及過往會計年度之業績並無任何重大影響，因此無須作出以前年度調整。

現金流量表

於本年度，本集團採納會計實務準則第15號(經修訂)「現金流量表」。根據會計實務準則第15號(經修訂)，現金流量表分為三個類別－經營、投資及融資活動，而非過往的五個類別。過往分開呈列之已收利息、已付利息及已付股息乃分別分類為投資及融資活動現金流量。由收入相關稅務而產生之現金流量分類為經營活動，除非可另行識別為投資或融資活動。

1. GENERAL

The Company is incorporated in the Cayman Islands as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited.

The Group is engaged in the manufacture and sale of rare earth products, refractory products and fluorescent products.

2. ADOPTION OF STATEMENTS OF STANDARD ACCOUNTING PRACTICE/CHANGES IN ACCOUNTING POLICIES

In the current year, the Group has adopted, for the first time, a number of new and revised Statements of Standard Accounting Practice ("SSAPs") issued by the Hong Kong Society of Accountants. The adoption of these SSAPs has resulted in a change in the format of presentation of the consolidated cash flow statement and the consolidated statement of changes in equity, but has had no material effect on the results for the current or prior accounting years. Accordingly, no prior year adjustment has been required.

Cash flow statements

In the current year, the Group has adopted SSAP 15 (Revised) "Cash Flow Statements". Under SSAP 15 (Revised), cash flows are classified under three headings – operating, investing and financing, rather than the previous five headings. Interest received, interest paid and dividends paid, which were previously presented under a separate heading, are classified as investing and financing cash flows respectively. Cash flows arising from taxes on income are classified as operating activities, unless they can be separately identified with investing or financing activities.

截至二零零二年十二月三十一日止年度(所有款額均以港元呈報)
For the year ended 31 December 2002 (Amounts expressed in Hong Kong dollars)

2. 採納會計實務準則／會計政策 變動(續)

僱員福利

於本年度，本集團採納會計實務準則第34號「僱員福利」引入僱員福利之量度規則，包括退休福利計劃。由於本集團只參與界定供款退休金計劃，故採納會計實務準則第34號並無對財務報表造成重大影響。

3. 主要會計政策

本財務報表是按歷史成本慣例法編製及根據香港公認會計原則編製，所採用之主要會計政策載於下文：

(a) 綜合賬目之基準

本綜合財務報表包括本公司及其附屬公司每年結算至十二月三十一日止的財務報表。

本年度購入或出售附屬公司的業績，視乎情況按其收購生效日起或迄至其出售生效日止(如適用)，而計入綜合損益表內。

所有集團內各公司間的重要交易及結餘均於編製綜合賬目時抵銷。

2. ADOPTION OF STATEMENTS OF STANDARD ACCOUNTING PRACTICE/CHANGES IN ACCOUNTING POLICIES (Continued)

Employee benefits

In the current year, the Group has adopted SSAP 34 "Employee benefits" which introduces measurement rules for employee benefits including retirement benefit plans. Because the Group participates only in defined contribution retirement benefit scheme, the adoption of SSAP 34 has not had any material impact on the financial statements.

3. PRINCIPAL ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention and have been prepared in accordance with accounting principles generally accepted in Hong Kong. The principal accounting policies adopted are set out below:

(a) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31 December each year.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

All significant intercompany transactions and balances within the Group have been eliminated on consolidation.

截至二零零二年十二月三十一日止年度(所有款額均以港元呈報)
For the year ended 31 December 2002 (Amounts expressed in Hong Kong dollars)

3. 主要會計政策(續)

(b) 物業、廠房及設備

物業、廠房及設備乃按其成本或估值減累計折舊、攤銷及減值虧損列賬。

某些樓宇乃按照其於重估日期時之當時用途之公平價值減隨後之累計折舊於資產負債表列賬。由於定期進行物業重估，賬面值與資產負債表日所釐定之公平值沒有重大差異。

重估樓宇時出現之任何盈餘款額會撥入資產重估儲備，除重估盈餘款額與過往曾因同樣資產重估減值列於開支相抵外，則應將盈餘款額其中相等於該項資產曾從損益表中扣除的虧絀款額撥回損益表。因重估資產而減少之淨賬面金額當作開支處理，而以減值款額不超過過往因重估該項資產之重估儲備結餘為限。隨後出售或報廢重估資產時，有關重估盈餘將撥至累計溢利。

物業、廠房及設備的折舊及攤銷乃根據以下年折舊率按其由全面運作之日期起估計其可供使用之年數並計及其估計餘值，以直線法攤銷其成本值或估值：

樓宇	5%
機器及設備	10%
辦公室設備及裝置	20%
汽車	20%

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(b) Property, plant and equipment

Property, plant and equipment are stated at cost or valuation less accumulated depreciation, amortisation and impairment losses.

Certain buildings are stated in the balance sheet at their revalued amount, being the fair value at the date of revaluation less any subsequent accumulated depreciation and any subsequent impairment losses. Revaluation is performed with sufficient regularity such that the carrying amount does not differ materially from that which would be determined using fair values at the balance sheet date.

Any revaluation increase arising on revaluation of buildings is credited to the revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognised as an expense, in which case the increase is credited to the income statement to the extent of the decrease previously charged. A decrease in net carrying amount arising on revaluation of an asset is dealt with as an expense to the extent that it exceeds the balance, if any, on the revaluation reserve relating to a previous revaluation of that asset. On the subsequent sale or retirement of a revalued asset, the attributable revaluation surplus is transferred to accumulated profits.

Depreciation and amortisation is provided to write off the cost or valuation of items of property, plant and equipment, over their estimated useful lives and after taking into account their estimated residual values, using the straight-line method, at the following rates per annum:

Buildings	5%
Machinery and equipment	10%
Office equipment and fixtures	20%
Motor vehicles	20%

截至二零零二年十二月三十一日止年度(所有款額均以港元呈報)
For the year ended 31 December 2002 (Amounts expressed in Hong Kong dollars)

3. 主要會計政策(續)

(b) 物業、廠房及設備(續)

出售或棄用物業、廠房及設備項目所產生之收益或虧損是由出售所得收入與資產賬面數額之差額所釐定，並計入損益表內。

(c) 在建工程

在建工程是指施工中的廠房及物業，並按成本值減累計減值虧損列賬。成本值包括建造成本、廠房及設備成本，以及其他直接成本。於建造完工時，已準備作其擬定用途的在建工程之相關成本則轉入為物業、廠房及設備的適當類別。

尚未完成及未可作其擬定用途之在建工程概無計提折舊或攤銷。

(d) 附屬公司投資

附屬公司投資乃按成本值減任何可辨認的減值虧損列入本公司之資產負債表內。

(e) 減值

本集團於各個結算日檢討其資產之賬面值，以確定該等資產是否存在減值虧損之跡象。倘估計一項資產之可收回價值低於其賬面值，則將該資產之賬面值撇減至其可收回金額。減值虧損即時確認為費用。

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(b) Property, plant and equipment (Continued)

The gain or loss arising from the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the income statement.

(c) Construction-in-progress

Construction-in-progress represents plant and properties under construction and is stated at cost less accumulated impairment losses. This includes cost of construction, plant and equipment and other direct costs. Upon completion of construction, the relevant costs are transferred to appropriate categories of property, plant and equipment when they are ready for their intended use.

No depreciation or amortisation is provided on construction-in-progress until the asset is completed and put into use.

(d) Investments in subsidiaries

Investments in subsidiaries are included in the Company's balance sheet at cost less any identified impairment loss.

(e) Impairment

At each balance sheet date, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. Impairment loss is recognised as expense immediately.

截至二零零二年十二月三十一日止年度(所有款額均以港元呈報)
For the year ended 31 December 2002 (Amounts expressed in Hong Kong dollars)

3. 主要會計政策(續)

(e) 減值(續)

當一項減值虧損隨後撥回時，則將該項資產之賬面值增加至其修訂後的估計可收回價值，但增加後之賬面值不得超過過往年度若未確認減值虧損時所確定之賬面值。減值虧損撥回即時確認為收入。

(f) 存貨

存貨乃按成本值及可變現淨值孰低者列賬。成本值是以加權平均法計算。

(g) 撥備

倘因過去發生的事項而導致企業現時需承擔債務(不論法定或推斷)，並且極有可能(即發生的可能性較大)導致可帶來經濟效益的資源流出以償還債務。同時亦能對該債務的款額作出可靠的估計，即需作出撥備。撥備會於每個資產負債表結算日檢討，並就當時最可靠的估計作調整。倘金額的時間價值為重要因素，則以預期償還債務所需支出的現值撥備。

(h) 應收賬款及其他應收款

應收賬款及其他應收款乃按成本值就呆壞賬準備作調整後列賬。

(i) 經營租賃

經營租賃下的應付租金以直線法按有關租賃年期於損益表中扣除。

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(e) Impairment (Continued)

Where impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, such that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of impairment loss is recognised as income immediately.

(f) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method.

(g) Provisions

Provision is recognised when an enterprise has a present obligation (legal or constructive) as a result of a past event and it is probable (i.e. more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made on the amount of the obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount of provision is the present value of the expenditure expected to be required to settle the obligation.

(h) Accounts and other receivables

Accounts and other receivables are stated at cost, after provision for bad and doubtful debts.

(i) Operating leases

Rental payables under operating leases are charged to the income statement on a straight-line basis over the relevant lease terms.

截至二零零二年十二月三十一日止年度(所有款額均以港元呈報)
For the year ended 31 December 2002 (Amounts expressed in Hong Kong dollars)

3. 主要會計政策(續)

(j) 收入確認

(i) 貨品銷售

貨品銷售乃於貨品交付及擁有權轉移至客戶後確認為收入。

(ii) 利息收入

利息收入乃按未清還的本金，以適用的利率按時間比例計算。

(k) 稅項

所徵收之稅項乃根據本年度業績，並就無須課稅或不獲豁免的項目作出調整後而釐定。時差乃就若干收入及支出項目於稅務上及財務報表計入不同會計期間而產生。時差所引致之稅務影響，乃使用負債法計算，於財務報表中確認為遞延稅項，惟僅限於能在可預見之將來確認為負債或資產。

根據中國頒佈的有關稅法，本集團屬下所有在中國成立的公司必須繳納增值稅，此項主要間接稅在銷售貨品及提供若干具體服務時徵收(稱為「銷項增值稅」)。銷項增值稅隨同銷售所得款項向客戶收取及按銷售價之17%或13%計算。本集團應付的增值稅淨額相當於銷項增值稅減購買貨品及某些指定服務時支付的增值稅(稱為「進項增值稅」)。

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(j) Revenue recognition

(i) Sales of goods

Sales of goods are recognised when goods are delivered and title has passed to the customers.

(ii) Interest income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the interest rate applicable.

(k) Taxation

The charge for taxation is based on the results for the year as adjusted for items which are non-assessable or disallowed. Timing differences arise from the recognition for tax purposes of certain items of income and expense in a different accounting period from that in which they are recognised in the financial statements. The tax effect of the timing differences, computed using the liability method, is recognised as deferred taxation in the financial statements to the extent that it is probable that a liability or an asset will crystallise in the foreseeable future.

In accordance with the relevant tax laws enacted in the PRC, all the companies of the Group established in the PRC are subject to value-added tax ("VAT"). This principal indirect tax is levied on the sales of goods and provision of certain specified services (known as "Output VAT"). Output VAT is recovered from customers with sales proceeds and is calculated at 17% or 13% of the selling price. The net VAT payable of the Group represents Output VAT minus the VAT paid on purchases of goods and certain specified services (known as "Input VAT").

截至二零零二年十二月三十一日止年度(所有款額均以港元呈報)
For the year ended 31 December 2002 (Amounts expressed in Hong Kong dollars)

3. 主要會計政策(續)

(l) 退休福利成本

支付國營退休計劃之款項會於到期支付時作為費用扣除。

(m) 外幣

以外幣進行的交易首先按交易日之匯率或合同訂明結算匯率入賬。以外幣結算的貨幣資產及負債均按結算日之匯率重新換算。匯兌所產生之溢利及虧損計入有關年度之溢利或虧損淨額。

於綜合賬目時，本集團中國業務的資產及負債按結算日之匯率換算。收入及支出項目按全年內的平均匯率換算。所引致的匯兌差額(如有)列作權益並撥入本集團匯兌儲備內處理。並於出售有關業務之年度確認為收入或費用。

(n) 分類資料呈報

分類指本集團在提供產品或服務(業務分類)或在特定經濟環境(地區分類)提供產品或服務方面的可辨別組成部份，而其風險及回報與其他分類不同。

按照本集團的內部財務資料呈報方法，本集團選擇以業務分類資料作為首要呈報方式，並以地區分類資料作為輔助呈報方式。

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(l) Retirement benefit costs

Payments to the state-sponsored retirement plan are charged as expenses as they fall due.

(m) Foreign currencies

Transactions in foreign currencies are initially recorded at the rates of exchange prevailing on the dates of the transactions or at the contracted settlement rate. Monetary assets and liabilities denominated in foreign currencies are re-translated at the rates prevailing on the balance sheet date. Profits and losses arising on exchange are included in net profit or loss for the year.

On consolidation, the assets and liabilities of the Group's operations in the PRC are translated at exchange rates prevailing on the balance sheet date. Income and expense items are translated at the average exchange rates for the year. Exchange differences arising, if any, are classified as equity and transferred to the Group's exchange translation reserve. Such translation differences are recognised as income or expense in the year in which the operation is disposed of.

(n) Segment reporting

A segment is a distinguishable component of the Group that is engaged either in providing products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments.

In accordance with the Group's internal financial reporting, the Group has chosen business segment information as the primary reporting format and geographical segment information as the secondary reporting format.

截至二零零二年十二月三十一日止年度(所有款額均以港元呈報)
For the year ended 31 December 2002 (Amounts expressed in Hong Kong dollars)

3. 主要會計政策(續)

(n) 分類資料呈報(續)

分類收入、費用、業績、資產及負債包括直接歸於該分類部份的項目，以及可按合理基準分配予該分類部份的項目。例如，分類資產可包括存貨、應收貿易賬款，以及物業、廠房及設備。分類收入、費用、資產及負債則於綜合賬目時抵銷集團內部結餘及交易之前釐定，惟倘有關內部結餘及交易屬於同一分類的集團企業之間的結餘及交易，則作別論。分類部份間之交易定價按外界人士享有的相若條款釐定。

分類資本性支出指收購分類資產的期間內產生的總成本，而有關資產預期可用超過一個財政年度。

未分類項目主要包括企業資產及企業費用。

4. 分類資料

分類資料按本集團的業務及地區分類呈報。業務分類對本集團的內部財務匯報較為有關聯，因此被選為首要分類資料呈報方式。

(a) 業務分類

本集團經營的兩項主要業務分類如下：

稀土 : 製造及銷售稀土產品(包括熒光產品)

耐火 : 製造及銷售耐火產品

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(n) Segment reporting (Continued)

Segment revenue, expenses, results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. For example, segment assets may include inventories, trade receivables and property, plant and equipment. Segment revenue, expenses, assets and liabilities are determined before intercompany balances and transactions within the Group are eliminated as part of the consolidation process, except to the extent that such intercompany balances and transactions are between Group enterprises within a single segment. Inter-segment pricing is based on similar terms as to those charged to external parties.

Segment capital expenditure is the total cost incurred during the year to acquire segment assets that are expected to be used for more than one financial year.

Unallocated items mainly comprise corporate assets and corporate expenses.

4. SEGMENT INFORMATION

Segment information is presented in respect of the Group's business and geographical segments. Business segment information is chosen as the primary reporting format because this is more relevant to the Group's internal financial reporting.

(a) Business segments

The Group operates the following two main business segments:

Rare Earth : The manufacture and sale of rare earth products including fluorescent products

Refractory : The manufacture and sale of refractory products

截至二零零二年十二月三十一日止年度(所有款額均以港元呈報)
For the year ended 31 December 2002 (Amounts expressed in Hong Kong dollars)

4. 分類資料(續)

4. SEGMENT INFORMATION (Continued)

		稀土		耐火		總額	
		Rare Earth		Refractory		Total	
		二零零二年	二零零一年	二零零二年	二零零一年	二零零二年	二零零一年
		2002	2001	2002	2001	2002	2001
		千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
營業額	Turnover	206,127	374,661	261,536	243,147	467,663	617,808
業績	RESULTS						
分類業績	Segment results	10,439	99,022	73,006	66,390	83,445	165,412
未分類	Unallocated						
企業費用	corporate expenses					(10,904)	(14,445)
利息收入	Interest income					4,438	6,253
經營溢利	Profit from operations					76,979	157,220
財務成本	Finance costs					-	(2,621)
其他費用淨額	Other expenses, net					(28,064)	(7,892)
稅項	Taxation					(8,593)	-
少數股東權益	Minority interests					710	(4,493)
本年度溢利淨額	Net profit for the year					41,032	142,214
其他資料	OTHER INFORMATION						
分類資產	Segment assets	586,816	532,126	423,653	236,496	1,010,469	768,622
未分類企業	Unallocated						
資產	corporate assets					18,581	248,256
資產總值	Total assets					1,029,050	1,016,878
分類負債	Segment liabilities	33,757	32,035	38,965	29,769	72,722	61,804
未分類企業	Unallocated						
負債	corporate liabilities					2,544	17,277
負債總值	Total liabilities					75,266	79,081
年內產生的	Capital expenditure						
資本性支出	incurred during the year	47,919	77,838	66,040	57,656		
折舊	Depreciation	21,085	14,401	11,955	6,901		
折舊以外的	Non-cash expenses						
非現金支出	other than depreciation	42,613	9,359	10,707	-		

截至二零零二年十二月三十一日止年度(所有款額均以港元呈報)
For the year ended 31 December 2002 (Amounts expressed in Hong Kong dollars)

4. 分類資料(續)

(b) 地區分類

本集團的業務主要在中國、日本及美國進行。按地區分類的營業額分析如下：

4. SEGMENT INFORMATION (Continued)

(b) Geographical segments

The Group's activities are conducted predominantly in the PRC, Japan and the United States of America. An analysis of turnover by geographical segment is as follows:

		按地區市場之營業額	
		Turnover by geographical market	
		二零零二年	二零零一年
		2002	2001
		千港元	千港元
		HK\$'000	HK\$'000
中國	The PRC	353,965	336,565
日本	Japan	77,332	151,546
美國	The United States of America	7,329	81,209
其他	Others	29,037	48,488
		467,663	617,808

本集團超過百份之九十的分類資產是位於中國。

Over 90% of segment assets of the Group are located in the PRC.

5. 營業額

5. TURNOVER

		本集團	
		The Group	
		二零零二年	二零零一年
		2002	2001
		千港元	千港元
		HK\$'000	HK\$'000
稀土產品、耐火產品及熒光產品銷售	Sales of rare earth products, refractory products and fluorescent products	467,663	617,808

6. 利息收入

6. INTEREST INCOME

		本集團	
		The Group	
		二零零二年	二零零一年
		2002	2001
		千港元	千港元
		HK\$'000	HK\$'000
銀行存款利息收入	Interest income on bank deposits	4,438	6,253

截至二零零二年十二月三十一日止年度(所有款額均以港元呈報)
For the year ended 31 December 2002 (Amounts expressed in Hong Kong dollars)

7. 經營溢利

經營溢利已扣除／(計入)下列各項：

7. PROFIT FROM OPERATIONS

Profit from operations has been arrived at after charging/(crediting):

		本集團	
		The Group	
		二零零二年	二零零一年
		2002	2001
		千港元	千港元
		HK\$'000	HK\$'000
存貨成本(不包括 員工成本、物業、 廠房及設備折舊、 存貨撥備及 存貨撇銷)	Cost of inventories excluding staff costs, depreciation on property, plant and equipment, provision for inventories and written off of inventories	301,388	398,875
存貨撥備	Provision for inventories	5,108	3,511
存貨撇銷	Written off of inventories	16,574	–
員工成本(不包括 董事酬金(附註10))	Staff costs excluding directors' emoluments (Note 10)		
– 薪金及工資	– salaries and wages	10,784	11,472
– 僱員福利撥備	– provision of employee welfare	105	1,614
– 僱員退休福利供款 (附註11)	– contribution to employment retirement benefits (Note 11)	887	2,079
外匯匯兌虧損淨額	Exchange loss, net	142	22
物業、廠房及 設備折舊	Depreciation on property, plant and equipment	33,125	21,372
已租物業之經營 租賃支出	Operating lease charges on rented premises		
– 第三方	– third parties	1,109	1,100
– 關連人士(附註26 (b)(ii)及(v))	– related parties (Note 26(b)(ii) & (v))	1,010	204
核數師酬金	Auditors' remuneration	1,950	1,500
處置物業、廠房及 設備(收益)／虧損	(Gain)/Loss on disposal of property, plant and equipment	(831)	5,848
撥回應收賬款及 其他應收款 的呆壞賬撥備	Written back of provision for bad and doubtful debts of accounts and other receivables	(3,505)	(5,061)

截至二零零二年十二月三十一日止年度(所有款額均以港元呈報)
For the year ended 31 December 2002 (Amounts expressed in Hong Kong dollars)

8. 財務成本

8. FINANCE COSTS

		本集團 The Group	
		二零零二年 2002 千港元 HK\$'000	二零零一年 2001 千港元 HK\$'000
須於五年內全部償還的 銀行貸款及其他 借貸的利息支出	Interest expenses on bank loans and other borrowings wholly repayable within five years	-	2,621

9. 其他費用淨額

於本年度，其他費用淨額已包括物業、廠房及設備以及在建工程之撇銷虧損合共31,638,000港元。

9. OTHER EXPENSES, NET

During the year, loss on written off of property, plant and equipment and construction-in-progress amounted to HK\$31,638,000 was included in the other expenses, net.

10. 董事酬金

(a) 根據香港公司條例第161條及上市規則的規定而披露的董事酬金如下：

10. DIRECTORS' EMOLUMENTS

(a) Details of directors' emoluments pursuant to Section 161 of the Hong Kong Companies Ordinance and the provisions of the Listing Rules are as follows:

		本集團 The Group	
		二零零二年 2002 千港元 HK\$'000	二零零一年 2001 千港元 HK\$'000
非執行董事	Non-executive directors		
— 袍金	— Fees	83	83
執行董事	Executive directors		
— 薪金及津貼	— Salaries and allowance	2,843	2,452
		2,926	2,535

截至二零零二年十二月三十一日止年度(所有款額均以港元呈報)
For the year ended 31 December 2002 (Amounts expressed in Hong Kong dollars)

10. 董事酬金(續)

按董事人數及酬金範圍分析的董事酬金如下：

		本集團 The Group	
		二零零二年 2002	二零零一年 2001
零 – 1,000,000港元	Nil – HK\$1,000,000	5	6
1,000,001港元 – 1,500,000港元	HK\$1,000,001 – HK\$1,500,000	1	1

(b) 五位最高薪人士包括四位(二零零一年：四位)董事，彼等的酬金詳情載於上文附註(a)。彼等的酬金總額連同其餘一位(二零零一年：一位)人士的酬金如下：

10. DIRECTORS' EMOLUMENTS (Continued)

The emoluments of the directors analysed by the number of directors and emolument ranges are as follows:

(b) Of the five highest paid individuals of the Group, four (2001: four) are directors of the Company whose emoluments are included in Note (a) above. Their total emoluments together with the remaining one (2001: one) individual are as follows:

		本集團 The Group	
		二零零二年 2002	二零零一年 2001
		千港元 HK\$'000	千港元 HK\$'000
薪金及其他酬金	Salaries and other emoluments	3,493	3,042

包括董事及僱員在內的五位最高薪人士的酬金介乎於下列範圍：

The emoluments of the five highest paid individuals including directors and employees fall within the following ranges:

		本集團 The Group	
		二零零二年 2002	二零零一年 2001
零 – 1,000,000港元	Nil – HK\$1,000,000	4	4
1,000,001港元 – 1,500,000港元	HK\$1,000,001 – HK\$1,500,000	1	1

截至二零零二年十二月三十一日止年度(所有款額均以港元呈報)
For the year ended 31 December 2002 (Amounts expressed in Hong Kong dollars)

10. 董事酬金(續)

於截至二零零一年及二零零二年十二月三十一日止年度內，本集團並無向五位最高薪人士(包括董事及僱員)支付任何酬金，作為鼓勵其加入或於加入本集團時的報酬或離職賠償。

11. 僱員退休福利

如中國有關規則及條例的規定，本公司的中國附屬公司須為其全體僱員向國營退休計劃供款，供款額為僱員底薪的20%。僱員退休後的生活津貼由國營退休計劃負責支付款。中國附屬公司除每年供款外，毋須支付實際退休金。亦毋須負責僱員的退休後福利。截至二零零二年十二月三十一日止年度，退休計劃供款額約為822,000港元(二零零一年：2,018,000港元)。

本集團旗下一在香港營運的公司自二零零零年十二月一日起已參與強制性公積金計劃(「強積金」)。該計劃為定額供款退休金計劃。該公司每月按僱員底薪5%向該計劃供款。截至二零零二年十二月三十一日止年度，本集團向強積金供款約65,000港元(二零零一年：61,000港元)。強積金的資產與本集團的資產分開持有，並由獨立專業基金經理管理。

10. DIRECTORS' EMOLUMENTS (Continued)

During the years ended 31 December 2001 and 2002, no emoluments were paid to the five highest individuals including directors and employees as inducement to join or upon joining the Group or as compensation for loss of office.

11. EMPLOYMENT RETIREMENT BENEFITS

As stipulated by the relevant rules and regulations in the PRC, the PRC subsidiaries of the Company are required to contribute to a state-sponsored retirement plan for all of their employees based on 20% of the employee's basic salary. The state-sponsored retirement plan is responsible for the entire pension obligations payable to retired employees and the PRC subsidiaries of the Company have no further obligations for the actual pension payments or other post-retirement benefits beyond the annual contributions. For the year ended 31 December 2002, the retirement plan contributions amounted to approximately HK\$822,000 (2001: HK\$2,018,000).

A company in the Group operating in Hong Kong has participated in the Mandatory Provident Fund Scheme ("MPF"), which is a defined contribution pension scheme, since 1 December 2000. The Company makes monthly contributions to the scheme based on 5% of the employees' basic salaries. For the year ended 31 December 2002, the Group's contributions to the MPF were approximately HK\$65,000 (2001: HK\$61,000). The assets of the fund are held separately from those of the Group and are managed by independent professional fund managers.

截至二零零二年十二月三十一日止年度(所有款額均以港元呈報)
For the year ended 31 December 2002 (Amounts expressed in Hong Kong dollars)

12. 稅項

12. TAXATION

		本集團 The Group	
		二零零二年 2002	二零零一年 2001
		千港元 HK\$'000	千港元 HK\$'000
企業所得稅	Enterprise Income Tax		
— 中國附屬公司	— The PRC subsidiaries	8,593	—

由於本集團的溢利均不在香港產生，故並無就香港利得稅計提撥備。

Hong Kong Profits Tax has not been provided for in the financial statements as the Group did not derive any assessable profits in Hong Kong.

應付及預交稅項已包括中國增值稅及中國企業所得稅(「企業所得稅」)。

Tax payable and recoverable comprised PRC VAT and PRC Enterprise Income Tax ("EIT").

企業所得稅已根據各中國附屬公司的估計應課稅溢利按有關稅率計提。

EIT has been provided at the prevailing rates on the estimated assessable profits applicable to each PRC subsidiary.

根據中國有關稅法，中國附屬公司在經抵銷所有以前年度虧損後的首個盈利年度起兩年內獲享豁免繳付企業所得稅，並在其後三個年度獲減稅50%。

Pursuant to the relevant tax laws in the PRC, subsidiaries in the PRC are entitled to full exemption from EIT for two years starting from their first profit-making year, after offsetting all losses brought forward, followed by a 50% reduction for the next three years thereafter.

於本年內有兩家中國附屬公司獲減免企業所得稅50%。

During the year, two PRC subsidiaries are entitled to a 50% reduction of EIT.

截至本年度或於資產負債表日，本集團並沒有重大未計提遞延稅項。

The Group did not have any significant unprovided deferred taxation for the year or at the balance sheet date.

截至二零零二年十二月三十一日止年度(所有款額均以港元呈報)
For the year ended 31 December 2002 (Amounts expressed in Hong Kong dollars)

13. 股息

13. DIVIDENDS

		二零零二年 2002 千港元 HK\$'000	二零零一年 2001 千港元 HK\$'000
已付的中期股息每股0.01港元 (二零零一年：0.02港元)	Interim dividend paid: HK\$0.01 (2001: HK\$0.02) per share	8,145	16,289
建議派發的末期股息每股0.01港元 (二零零一年：0.02港元)	Proposed final dividend: HK\$0.01 (2001: HK\$0.02) per share	8,144	16,289
		16,289	32,578

14. 每股盈利

14. EARNINGS PER SHARE

每股基本及攤薄盈利乃根據本集團之本年度溢利淨額合共41,032,000港元(二零零一年：142,214,000港元)及以下數據計算：

The calculation of the basic and diluted earnings per share is based on the Group's net profit for the year of HK\$41,032,000 (2001: HK\$142,214,000) and the following data:

		二零零二年 2002	二零零一年 2001
用以計算每股基本盈利的普通股加權平均數	Weighted average number of ordinary shares for the purposes of basic earnings per share	814,453,059	744,432,000
被視為無須代價而發行的普通股	Deemed issue of ordinary shares at no consideration	—	9,851,000
用以計算每股攤薄盈利的普通股加權平均數	Weighted average number of ordinary shares for the purposes of diluted earnings per share	814,453,059	754,283,000

截至二零零二年十二月三十一日止年度(所有款額均以港元呈報)
For the year ended 31 December 2002 (Amounts expressed in Hong Kong dollars)

15. 物業、廠房及設備以及在
工程
本集團

15. PROPERTY, PLANT AND EQUIPMENT AND
CONSTRUCTION-IN-PROGRESS
The Group

		樓宇 Buildings 千港元 HK\$'000	機器及 設備 Machinery and equipment 千港元 HK\$'000	辦公室設備 及裝置 Office equipment and fixtures 千港元 HK\$'000	汽車 Motor vehicles 千港元 HK\$'000	在建工程 Construction- in-progress 千港元 HK\$'000	總額 Total 千港元 HK\$'000
成本或估值	COST OR VALUATION						
於二零零二年一月一日	At 1 January 2002	137,723	180,279	2,557	7,264	65,273	393,096
添置	Additions	13,065	26,201	4,140	1,777	69,022	114,205
由在建工程 轉入	Transfer from construction-in-progress	10,234	106,008	-	148	(116,390)	-
處置/撇銷	Disposals/written off	(21,893)	(49,045)	(1,765)	(4,427)	(13,877)	(91,007)
重估虧絀	Deficit on revaluation	(1,844)	-	-	-	-	(1,844)
重分類	Reclassification	-	-	333	(333)	-	-
於二零零二年十二月三十一日	At 31 December 2002	137,285	263,443	5,265	4,429	4,028	414,450
包括：	Comprising:						
按成本	At cost	120,078	263,443	5,265	4,429	4,028	397,243
按估值	At valuation	17,207	-	-	-	-	17,207
		137,285	263,443	5,265	4,429	4,028	414,450
累計折舊	ACCUMULATED DEPRECIATION						
於二零零二年一月一日	At 1 January 2002	20,101	40,873	2,201	4,679	-	67,854
本年度計提	Charge for the year	7,101	23,794	875	1,355	-	33,125
處置/撇銷 撥回	Written back on disposals/written off	(7,622)	(28,082)	(1,379)	(2,662)	-	(39,745)
重分類	Reclassification	626	1,892	(862)	(1,656)	-	-
於二零零二年十二月三十一日	At 31 December 2002	20,206	38,477	835	1,716	-	61,234
賬面淨值	NET BOOK VALUE						
於二零零二年十二月三十一日	At 31 December 2002	117,079	224,966	4,430	2,713	4,028	353,216
於二零零一年十二月三十一日	At 31 December 2001	117,622	139,406	356	2,585	65,273	325,242

所有樓宇均位於中國。

All the buildings are located in the PRC.

截至二零零二年十二月三十一日止年度(所有款額均以港元呈報)
For the year ended 31 December 2002 (Amounts expressed in Hong Kong dollars)

**15. 物業、廠房及設備以及在
工程(續)**

本集團某些樓宇由獨立專業估值師威格斯(香港)有限公司於二零零二年十二月三十一日按公開市值為基準進行重估。重估產生之虧絀1,844,000港元(二零零一年:無)已於損益表中扣除。

於資產負債表日,本集團正在向相關的政府部門申請有關位於中國的樓宇賬面淨值合共74,410,000港元的房產証,而於資產負債表日後上述之樓宇均已取得房產証。

另外,於資產負債表日,本集團的樓宇賬面淨值包括了已資本化的土地使用權租賃費用合共3,712,000港元。

本公司

**15. PROPERTY, PLANT AND EQUIPMENT AND
CONSTRUCTION-IN-PROGRESS (Continued)**

Certain buildings of the Group were revalued at 31 December 2002 on an open market value basis by Vigers Hong Kong Ltd., an independent professional valuer. The deficit arising on revaluation of HK\$1,844,000 (2001: Nil) has been charged to the income statement.

At the balance sheet date, the Group was in the process of applying to the relevant government authorities for the Building Ownership Certificates in respect of buildings located in the PRC at an aggregate net book value of HK\$74,410,000. Subsequent to the balance sheet date, all of the Building Ownership Certificates were issued to the Group.

In addition, at the balance sheet date, capitalised lease charges amounted to HK\$3,712,000 in respect of land use right were included in the net book value of buildings of the Group.

THE COMPANY

辦公室設備及裝置
Office equipment
and fixtures
千港元
HK\$'000

成本	COST	
於二零零二年一月一日	At 1 January 2002	220
添置	Additions	246
處置/撤銷	Disposals/written off	(91)
於二零零二年十二月三十一日	At 31 December 2002	375
累計折舊	ACCUMULATED DEPRECIATION	
於二零零二年一月一日	At 1 January 2002	70
本年度計提	Charge for the year	85
處置/撤銷撥回	Written back on disposals/written off	(36)
於二零零二年十二月三十一日	At 31 December 2002	119
賬面淨值	NET BOOK VALUE	
於二零零二年十二月三十一日	At 31 December 2002	256
於二零零一年十二月三十一日	At 31 December 2001	150

截至二零零二年十二月三十一日止年度(所有款額均以港元呈報)

For the year ended 31 December 2002 (Amounts expressed in Hong Kong dollars)

16. 附屬公司投資

16. INVESTMENTS IN SUBSIDIARIES

		本公司 The Company	
		二零零二年 2002	二零零一年 2001
		千港元 HK\$'000	千港元 HK\$'000
非上市股票，成本值	Unlisted shares, at cost	151,707	151,707
應收附屬公司款項	Amounts due from subsidiaries	479,733	455,198
		631,440	606,905

應收附屬公司款項是無抵押的、不計利息的及無固定還款期。

The amounts due from subsidiaries are unsecured, non-interest bearing and have no fixed terms of repayment.

董事認為該等附屬公司的實際價值不低於資產負債表的賬面值。

The directors are of the opinion that the underlying value of the subsidiaries is not less than their respective carrying amounts at the balance sheet date.

於二零零二年十二月三十一日本公司的主要附屬公司詳情如下：

Details of the Company's principal subsidiaries as at 31 December 2002 are as follows:

附屬公司名稱 Name of subsidiary	註冊成立/ 營運之地點及日期 Place and date of incorporation/ operations	註冊及 已繳足資本 Registered and fully paid capital	已發行及 繳足股本 Issued and fully paid capital	本公司應佔權益/ 有投票權股本百分比 Effective percentage of equity interests/ voting rights held by the Company		主營業務 Principal activities
				直接 Directly	間接 Indirectly	
利成控股有限公司 Lee Shing Holdings Limited	英屬處女群島 一九九八年十二月三日 British Virgin Islands 3 December 1998	—	20美元 US\$20	100%	—	投資控股 Investment holding
龍科國際貿易(上海) 有限公司 Wellfire (Shanghai) Company Limited	中國 二零零零年二月二十四日 The PRC 24 February 2000	200,000美元 US\$200,000	—	100%	—	貿易 Trading

截至二零零二年十二月三十一日止年度(所有款額均以港元呈報)
For the year ended 31 December 2002 (Amounts expressed in Hong Kong dollars)

16. 附屬公司投資(續)

16. INVESTMENTS IN SUBSIDIARIES (Continued)

附屬公司名稱 Name of subsidiary	註冊成立/ 營運之地點及日期 Place and date of incorporation/ operations	註冊及 已繳足資本 Registered and fully paid capital	已發行及 繳足股本 Issued and fully paid capital	本公司應佔權益/ 有投票權股本百分比 Effective percentage of equity interests/ voting rights held by the Company		主營業務 Principal activities
				直接 Directly	間接 Indirectly	
宜興新威利成稀土 有限公司 Yixing Xinwei Leeshing Rare Earth Company Limited	中國 一九九三年七月十七日 The PRC 17 July 1993	15,660,000美元 US\$15,660,000	—	—	95%	製造及銷售稀土產品 Manufacture and sale of rare earth products
宜興新威利成耐火材料 有限公司 Yixing Xinwei Leeshing Refractory Materials Company Limited	中國 一九九九年七月三十日 The PRC 30 July 1999	17,000,000美元 US\$17,000,000	—	—	100%	製造及銷售耐火產品 Manufacture and sale of refractory products
無錫新威熒光材料 有限公司(附註a) Wuxi Xinwei Fluorescent Materials Company Limited (Note a)	中國 二零零一年十二月二十日 The PRC 20 December 2001	8,520,000美元 US\$8,520,000	—	—	100%	製造及銷售熒光產品 Manufacture and sale of fluorescent products
中國稀土貿易 有限公司 China Rare Earth Trading Limited	香港 二零零一年二月十六日 Hong Kong 16 February 2001	—	2港元 HK\$2	—	100%	貿易 Trading

(a) 於資產負債表日，少數股東並未投入註冊資本合共3,480,000美元。少數股東的董事亦是該附屬公司的董事。

(a) At the balance sheet date, there was registered capital of US\$3,480,000 not yet paid up by the minority shareholder. The director of the minority shareholder is also a director of the subsidiary.

截至二零零二年十二月三十一日止年度(所有款額均以港元呈報)
For the year ended 31 December 2002 (Amounts expressed in Hong Kong dollars)

17. 存貨

17. INVENTORIES

		本集團 The Group	
		二零零二年 2002	二零零一年 2001
		千港元 HK\$'000	千港元 HK\$'000
原材料	Raw materials	43,864	49,244
在製品	Work in progress	51,485	60,004
產成品	Finished goods	105,483	64,984
		200,832	174,232
減：存貨撥備	Less: Provision for inventories	(13,801)	(8,693)
		187,031	165,539

於資產負債表日，存貨中包括可變現淨值列賬的存貨約為20,942,000港元(二零零一年：10,599,000港元)。

At the balance sheet date, approximately HK\$20,942,000 (2001: HK\$10,599,000) of the inventories of the Group were carried at net realisable value.

18. 應收賬款及其他應收款

18. ACCOUNTS AND OTHER RECEIVABLES

本集團給予貿易客戶平均三十至九十日的平均信貸期。

The Group allows an average credit period of 30 to 90 days to its trade customers.

信貸額是經過評估客戶的財政實力及其過往的賬款支付記錄後而向客戶提供。所有客戶均設定信貸限額，而只有在得到本集團高級職員核准後才可以超過限額。與認為有信貸風險的客戶進行交易會以現金進行。專業職員監察逾期應收賬款，並負責跟進收款。

Credit is offered to customers following an assessment of their financial abilities and payment track record. Credit limits are set for all customers and these can be exceeded only with the approval of senior officers of the Group. Business with customers considered to have credit risk is conducted on a cash basis. Professional staff monitor overdue accounts receivable and follow up collections.

截至二零零二年十二月三十一日止年度(所有款額均以港元呈報)
For the year ended 31 December 2002 (Amounts expressed in Hong Kong dollars)

18. 應收賬款及其他應收款(續)

於資產負債表日，應收賬款及其他應收款已包括：

應收賬款	Accounts receivable
其他應收款	Other receivables

減：呆壞賬撥備	Less: Provision for bad and doubtful debts
---------	--------------------------------------------

		109,036	115,686
		26,302	15,209
		135,338	130,895
		(8,529)	(12,034)
		126,809	118,861

應收賬款之賬齡分析如下：

本期至六個月內	Current to less than 6 months
六個月至一年內	6 months to less than 1 year
一至兩年內	1 to less than 2 years
兩年以上	Over 2 years

		98,791	103,856
		2,241	2,464
		2,388	1,189
		5,616	8,177
		109,036	115,686

19. 現金及銀行結存以及已抵押存款

於二零零二年十二月三十一日，本集團以人民幣結算的現金及銀行結存約為人民幣278,956,000(二零零一年：人民幣112,976,000)。人民幣是不可自由兌換成外幣，其匯率由中國政府釐定。

已抵押存款指抵押予銀行作為發出若干信用證作抵押品的存款(附註23)。

18. ACCOUNTS AND OTHER RECEIVABLES
(Continued)

At the balance sheet date, accounts and other receivables comprised:

本集團	
The Group	
二零零二年	二零零一年
2002	2001
千港元	千港元
HK\$'000	HK\$'000

An ageing analysis of accounts receivable is as follows:

本集團	
The Group	
二零零二年	二零零一年
2002	2001
千港元	千港元
HK\$'000	HK\$'000

19. CASH AND BANK BALANCES AND PLEDGED DEPOSITS

At 31 December 2002, cash and bank balances of the Group denominated in Renminbi amounted to approximately RMB278,956,000 (2001: RMB112,976,000). Renminbi is not freely convertible into foreign currencies and its exchange rate is determined by the government of the PRC.

Pledged deposits represent deposits placed with a bank as security against the issuance of certain letters of credit (Note 23).

截至二零零二年十二月三十一日止年度(所有款額均以港元呈報)
For the year ended 31 December 2002 (Amounts expressed in Hong Kong dollars)

20. 應付賬款

應付款賬之賬齡分析如下：

20. ACCOUNTS PAYABLE

An ageing analysis of accounts payable is as follows:

		本集團 The Group	
		二零零二年 2002 千港元 HK\$'000	二零零一年 2001 千港元 HK\$'000
本期至六個月內	Current to less than 6 months	47,138	18,371
六個月至一年內	6 months to less than 1 year	2,602	2,512
一至兩年內	1 to less than 2 years	1,486	1,057
兩年以上	Over 2 years	149	222
		51,375	22,162

21. 股本

21. SHARE CAPITAL

		本集團及本公司 The Group and the Company	
		二零零二年 2002 千港元 HK\$'000	二零零一年 2001 千港元 HK\$'000
法定：	Authorised:		
1,000,000,000股	1,000,000,000 ordinary shares		
每股0.10港元之普通股	of HK\$0.10 each	100,000	100,000
已發行及繳足：	Issued and fully paid:		
814,453,059股	814,453,059 ordinary shares		
每股0.10港元之普通股	of HK\$0.10 each	81,445	81,445

截至二零零二年十二月三十一日止年度(所有款額均以港元呈報)
For the year ended 31 December 2002 (Amounts expressed in Hong Kong dollars)

22. 儲備
本集團

22. RESERVES
The Group

		股份溢價 (附註a)	資本儲備	法定儲備	股息儲備	外匯兌換 儲備	累計溢利	總額
		Share premium (Note a)	Capital reserve	Statutory reserves	Dividend reserve	Exchange translation reserve	Accumulated profits	Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
於二零零一年一月一日	At 1 January 2001	130,958	32,837	11,593	-	3,218	274,718	453,324
兌換可換股債券 而發行 股份	Shares issued upon conversion of convertible bonds	31,324	-	-	-	-	-	31,324
行使認購 普通股的權利 而發行股份	Shares issued upon exercise of rights to subscribe ordinary shares	6,014	-	-	-	-	-	6,014
配售新 股份	Placement of new shares	247,220	-	-	-	-	-	247,220
發行股份費用	Share issue expenses	(3,031)	-	-	-	-	-	(3,031)
本年度溢利淨額	Net profit for the year	-	-	-	-	-	142,214	142,214
轉往法定 儲備	Appropriations to statutory reserves	-	-	15,375	-	-	(15,375)	-
年內分派 (附註13及d)	Distributions during the year (Note 13 & d)	-	-	-	-	-	(37,062)	(37,062)
中國附屬公司 財務報表 換算	Translation of PRC subsidiaries' financial statements	-	-	-	-	280	-	280
於二零零一年十二月三十一日 及二零零二年一月一日	At 31 December 2001 and 1 January 2002	412,485	32,837	26,968	-	3,498	364,495	840,283
- 原先所列	- as originally stated	-	-	-	-	-	-	-
- 於資產負債表 日後宣佈的 建議末期股息	- proposed final dividend declared after the balance sheet date	-	-	-	16,289	-	(16,289)	-
- 經重列	- as restated	412,485	32,837	26,968	16,289	3,498	348,206	840,283
本年度溢利淨額	Net profit for the year	-	-	-	-	-	41,032	41,032
轉往法定 儲備	Appropriations to statutory reserves	-	-	14,716	-	-	(14,716)	-
撥出之股息 (附註13)	Dividends set aside (Note 13)	-	-	-	16,289	-	(16,289)	-
已付股息	Dividends paid	-	-	-	-	-	-	-
- 二零零一年末期股息	- for 2001 final dividend	-	-	-	(16,289)	-	-	(16,289)
- 二零零二年中期股息	- for 2002 interim dividend	-	-	-	(8,145)	-	-	(8,145)
中國附屬公司 財務報表 換算	Translation of PRC subsidiaries' financial statements	-	-	-	-	99	-	99
於二零零二年十二月三十一日	At 31 December 2002	412,485	32,837	41,684	8,144	3,597	358,233	856,980

截至二零零二年十二月三十一日止年度(所有款額均以港元呈報)
For the year ended 31 December 2002 (Amounts expressed in Hong Kong dollars)

22. 儲備(續)

本公司

22. RESERVES (Continued)

The Company

		股份溢價 (附註a) Share premium (Note a) 千港元 HK\$'000	股息儲備 Dividend reserve 千港元 HK\$'000	累計溢利 Accumulated profits 千港元 HK\$'000	總額 Total 千港元 HK\$'000
於二零零一年一月一日	At 1 January 2001	280,908	-	24,760	305,668
兌換可換股債券 而發行股份	Shares issued upon conversion of convertible bonds	31,324	-	-	31,324
行使認購普通股的 權利而發行 股份	Shares issued upon exercise of rights to subscribe ordinary shares	6,014	-	-	6,014
配售新股份	Placement of new shares	247,220	-	-	247,220
發行股份費用	Share issue expenses	(3,031)	-	-	(3,031)
本年度溢利淨額 (附註c)	Net profit for the year (Note c)	-	-	5,175	5,175
內年分派 (附註13及d)	Distributions during the year (Note 13 & d)	-	-	(37,062)	(37,062)
於二零零一年十二月三十一日及 二零零二年一月一日	At 31 December 2001 and 1 January 2002				
- 原先所列(附註b)	- as originally stated (Note b)	562,435	-	(7,127)	555,308
- 於資產負債表 日後宣佈的建議 末期股息	- proposed final dividend declared after the balance sheet date	-	16,289	(16,289)	-
- 經重列(附註b)	- as restated (Note b)	562,435	16,289	(23,416)	555,308
本年度溢利淨額 (附註c及e)	Net profit for the year (Note c & e)	-	-	25,327	25,327
撥出之股息(附註13)	Dividends set aside (Note 13)	-	16,289	(16,289)	-
已付股息	Dividends paid				
- 二零零一年末期股息	- for 2001 final dividend	-	(16,289)	-	(16,289)
- 二零零二年中期股息	- for 2002 interim dividend	-	(8,145)	-	(8,145)
於二零零二年十二月三十一日 (附註b)	At 31 December 2002 (Note b)	562,435	8,144	(14,378)	556,201

截至二零零二年十二月三十一日止年度(所有款額均以港元呈報)
For the year ended 31 December 2002 (Amounts expressed in Hong Kong dollars)

22. 儲備(續)

- (a) 根據開曼群島公司法(一九九八年修訂版)，股份溢價賬可供分派予本公司股東，惟緊隨建議分派股息之日，本公司將可於日常業務過程中償付其到期的債務。
- (b) 本公司之可供分派儲備包括股份溢價賬及累計溢利。於二零零二年十二月三十一日，本公司可供分派給股東的儲備約556,201,000港元(二零零一年：555,308,000港元)。
- (c) 股東應佔溢利包括約25,327,000港元(二零零一年：5,175,000港元)的溢利，已於本公司財務報表內處理。
- (d) 年內分派包括於財政年度內宣佈派發或建議的股息。於資產負債表日後宣佈派發或建議的股息並不確認為負債，因此並無計入年內的分派中。
- (e) 關於作為香港辦事處的租賃物業之租約合同由本公司的附屬公司代表本公司簽訂。於本年度，該等安排的相關經營租賃費用及物業管理費合共1,284,000港元已計入於本公司的本年度溢利淨額。

22. RESERVES (Continued)

- (a) Under the Companies Law (1998 Revision) of the Cayman Islands, the share premium account is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.
- (b) The Company's reserves available for distribution comprise the share premium account and accumulated profits. At 31 December 2002, the reserves of the Company available for distribution to shareholders amounted to approximately HK\$556,201,000 (2001: HK\$555,308,000).
- (c) The Group's profit attributable to shareholders included profit of approximately HK\$25,327,000 (2001: HK\$5,175,000) which has been dealt with in the financial statements of the Company.
- (d) Distributions during the year include dividends declared or proposed within the financial year. Dividends declared or proposed after the balance sheet date were not recognised as a liability and accordingly were not included as part of the distributions during the year.
- (e) The tenancy agreements in relation to rented premises used as the office in Hong Kong were signed by the subsidiaries of the Company on behalf of the Company. During the year, the relevant operating lease charges and building management fee totalling HK\$1,284,000 in respect of the arrangement were included in the net profit for the year of the Company.

截至二零零二年十二月三十一日止年度(所有款額均以港元呈報)
For the year ended 31 December 2002 (Amounts expressed in Hong Kong dollars)

23. 銀行融資

於二零零二年十二月三十一日，本集團具有銀行融資約27,098,000港元(二零零一年：30,406,000港元)作為貿易融資。同日未提用之融資金額約為27,098,000港元(二零零一年：29,325,000港元)。該貿易融資是以一筆不少於已提用融資金額的銀行定期存款作第一抵押擔保。所有上述融資均按商業利率計息。

24. 承擔

於資產負債表日，本集團沒有在財務報表內撥備之承擔如下：

- (a) 購買設備與機器以及建造樓宇之資本承擔：

23. BANKING FACILITIES

At 31 December 2002, the Group had banking facilities of approximately HK\$27,098,000 (2001: HK\$30,406,000) for trade finance. Unused facilities as at the same date amounted to approximately HK\$27,098,000 (2001: HK\$29,325,000). The trade finance facility is secured by a first charge over a time deposit account held with a bank in an amount not less than the utilised facility amount. All of the above facilities bear interest at commercial rates.

24. COMMITMENTS

At the balance sheet date, the Group had the following commitments, so far as not provided for in the financial statements, in respect of:

- (a) Capital commitments in respect of acquisition of equipment and machinery and construction of buildings:

		本集團 The Group	
		二零零二年 2002	二零零一年 2001
		千港元 HK\$'000	千港元 HK\$'000
已授權及已訂約	Authorised and contracted for	6,145	90,303

截至二零零二年十二月三十一日止年度(所有款額均以港元呈報)
For the year ended 31 December 2002 (Amounts expressed in Hong Kong dollars)

24. 承擔(續)

(b) 根據不可撤銷之土地及樓宇經營租賃於日後所需繳付的最低租金款項承擔如下：

24. COMMITMENTS (Continued)

(b) Operating lease commitments for future minimum lease payments under non-cancellable operating leases in respect of land and buildings which fall due as follows:

		本集團 The Group	
		二零零二年 2002 千港元 HK\$'000	二零零一年 2001 千港元 HK\$'000
一年內	Within one year	1,959	1,514
第二至第五年 (包括首尾兩年)	In the second to fifth year inclusive	3,857	4,718
五年後	Over five years	12,006	12,538
		17,822	18,770

25. 購股權計劃

根據本公司股東於一九九九年十月十四日批准之本公司購股權計劃。各董事可於一九九九年十月十四日起十年內酌情向本集團全體僱員提出認購購股權的建議。該等購股權可根據購股權計劃所訂明的條款與條件認購本公司的股份。本年度內，並未有任何購股權被授出。

25. SHARE OPTION SCHEME

Under the Company's share option scheme approved by the shareholders of the Company on 14 October 1999, the directors may at their discretion, within a period of ten years from 14 October 1999, make offers to full time employees of the Group to take up options to subscribe for shares of the Company subject to the terms and conditions stipulated. No options were granted during the year.

截至二零零二年十二月三十一日止年度(所有款額均以港元呈報)
For the year ended 31 December 2002 (Amounts expressed in Hong Kong dollars)

26. 關聯人士交易

(a) 應收／(應付)關聯公司款項詳情如下：

本集團	The Group					
	二零零二年 2002			二零零一年 2001		
關聯公司名稱	應收	應付	本年度	應收	應付	本年度
			欠本集團			欠本集團
Name of related company	Due from 千港元 HK\$'000	Due to 千港元 HK\$'000	最高金額	Due from 千港元 HK\$'000	Due to 千港元 HK\$'000	最高金額
			Maximum amount owed to the Group			Maximum amount owed to the Group
鎂質耐火材料廠(附註(i))(Note (i))	-	-	-	-	(68)	-
上海新成稀土新材料有限公司(附註(i))(Note (i))	-	-	-	-	(1,788)	-
上海毅龍工貿有限公司(附註(i))(Note (i))	-	-	1,463	1,463	-	1,568
無錫泛亞環保科技有限公司(附註(i))(Note (i))	-	(17)	-	-	-	-
無錫泛亞高溫陶瓷有限公司(附註(i))(Note (i))	-	(88)	-	-	-	-
	-	(105)		1,463	(1,856)	

應收／(應付)關聯公司款項是無抵押的、不計利息的及無固定還款期。

(i) 蔣泉龍或錢元英或其近親在此等公司擁有實際權益。

The amounts due from/(to) related companies are unsecured, non-interest bearing and have no fixed terms of repayment.

(i) Jiang Quanlong or Qian Yuanying or their close relatives have beneficial interests in these companies.

截至二零零二年十二月三十一日止年度(所有款額均以港元呈報)
For the year ended 31 December 2002 (Amounts expressed in Hong Kong dollars)

26. 關聯人士交易(續)

(b) 於本年度，本集團進行以下關聯交易：

- (i) 本集團無須支付任何代價而使用宜興新威集團有限公司(前稱宜興新威集團公司)的出口配額並已安排其產品出口至中國以外地方，宜興新威集團有限公司為一間中國國內企業，由蔣泉龍擁有90%，而另外10%由蔣泉龍之子擁有(二零零一年：由錢元英之弟擁有95%，而另外5%由蔣泉龍擁有)。蔣泉龍亦是該企業的法定代表。透過上述安排而處理的出口銷售額約為19,122,000港元(二零零一年：35,142,000港元)。宜興新威集團有限公司亦持有本公司的附屬公司宜興新威利成稀土有限公司的5%權益。
- (ii) 本集團已支付約204,000港元(二零零一年：204,000港元)的租金予蔣泉龍。
- (iii) 本集團已向 Xinwei (Australia) Pty. Limited(附註 a(i)) 採購約為750,000港元的貨品。
- (iv) 本集團已向無錫泛亞高溫陶瓷有限公司出售約為239,000港元的貨品。
- (v) 本集團已支付約806,000港元的租金予無錫泛亞高溫陶瓷有限公司。

26. RELATED PARTY TRANSACTIONS (Continued)

(b) During the year, the Group entered into the following related party transactions:

- (i) The Group arranged export sales of its products outside the PRC using the export quota of 宜興新威集團有限公司 (formerly known as 宜興新威集團公司) at no consideration. 宜興新威集團有限公司 is a PRC domestic enterprise 90% owned by Jiang Quanlong and 10% owned by a son of Jiang Quanlong (2001: 95% owned by a brother of Qian Yuaning and 5% owned by Jiang Quanlong). Jiang Quanlong is also the legal representative of the enterprise. Export sales handled through this arrangement amounted to approximately HK\$19,122,000 (2001: HK\$35,142,000). 宜興新威集團有限公司 also holds a 5% equity interests in Yixing Xinwei Leeshing Rare Earth Company Limited, a subsidiary of the Company.
- (ii) The Group paid rent of approximately HK\$204,000 (2001: HK\$204,000) to Jiang Quanlong.
- (iii) The Group purchased goods of approximately HK\$750,000 from Xinwei (Australia) Pty. Limited (note a(i)).
- (iv) The Group sold goods of approximately HK\$239,000 to 無錫泛亞高溫陶瓷有限公司.
- (v) The Group paid rent of approximately HK\$806,000 to 無錫泛亞高溫陶瓷有限公司.

截至二零零二年十二月三十一日止年度(所有款額均以港元呈報)
For the year ended 31 December 2002 (Amounts expressed in Hong Kong dollars)

26. 關聯人士交易(續)

(c) 應付董事款項詳情如下：

26. RELATED PARTY TRANSACTIONS (Continued)

(c) Particulars of amounts due to directors are as follows:

		本集團		本公司	
		The Group		The Company	
		二零零二年	二零零一年	二零零二年	二零零一年
		2002	2001	2002	2001
		千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
蔣泉龍	Jiang Quanlong	3,124	13,271	3,009	456
錢元英	Qian Yuanying	602	337	1,203	575
范亞軍	Fan Yajun	411	298	635	483
		4,137	13,906	4,847	1,514

應付董事款項是無抵押的、不計利息的及無固定還款期。

The amounts due to directors are unsecured, non-interest bearing and have no fixed terms of repayment.