

董事會報告書 Report of the Directors

董事會同寅現謹將截至二零零三年十二月三十一日止年度之年報及經審核賬目呈覽。

主要業務

本公司之主要業務為投資控股，而主要附屬及聯營公司之業務刊載於財務報告附註34

業績

本集團年內之業績刊載於第29頁之綜合損益表內。

董事並不建議就截至二零零三年十二月三十一日止之年度派發任何股息及提議將本年度盈利保留。

物業、廠房及設備

本年內本集團及本公司物業、廠房及設備之變動情況刊載於財務報告附註12。

股本

本公司之股本於年內之變動刊載於財務報表附註24。

購買、出售或贖回股份

本公司與配售代理於二零零三年九月十一日訂立一項配售及包銷協議，按配售價每股配售股份0.30港元向不少於六位獨立或機構投資者配售40,000,000股配售股份。

配售事項所得款項淨額約為11,400,000港元，將用作一般營運資金。

The directors present their annual report and the audited financial statements for the year ended 31 December 2003.

Principal Activities

The principal activity of the Company is investment holding and the activities of its principal subsidiaries and associates are set out in note 34 to the financial statements.

Results

The results of the Group for the year are set out in the consolidated income statement on page 29.

The directors do not recommend the payment of a dividend, and propose that the profit for the year be retained.

Property, Plant and Equipment

Movements in property, plant and equipment of the Group and the Company during the year are set out in note 12 to the financial statements.

Share Capital

Movements in the share capital of the Company during the year are set out in note 24 to the financial statements.

Purchase, Sale or Redemption of Shares

The Company and the Placing Agent entered into a placing and underwriting agreement on 11 September 2003 for the placing of 40,000,000 Placing Shares at a placing price of HK\$0.30 per Placing Shares to not less than six independent individual or institutional investors.

The net proceeds to be raised from the Placing in the amount of approximately HK\$11.4 million will be used for general working capital purpose.

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除上文披露外，本年度本公司及其任何附屬公司概無購買、出售或購回任何本公司已發行股份。

優先購買權

按本公司公司組織章程細則或開曼群島法例之規定，並無任何優先購買權。

購股權計劃

本公司及前最終控股公司(航天科技國際集團有限公司(「CASIL」))購股權計劃之詳情載於財務報表附註24年內概無購股權根據計劃授出或獲行使，於二零零三年十二月三十一日亦概無尚未行使之購股權。

董事會

本年內及截至本報告日期止之董事如下：

執行董事

芮曉武(董事長)
王曉東(副董事長兼董事總經理)
周曉雲
韓江
郭先鵬(於二零零四年一月十五日獲委任)
徐建華(於二零零四年三月十一日獲委任)
梁志華(於二零零三年九月十五日辭任)
張陶(於二零零四年一月十五日辭任)

Save as disclosed above, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's issued shares during the year.

Pre-emptive Rights

There are no provisions for pre-emptive rights under the Company's Articles of Association or the laws in the Cayman Islands.

Share Option Scheme

Details of the share option schemes of the Company and the former ultimate holding company, China Aerospace International Holdings Limited ("CASIL") are set out in note 24 to the financial statements. No options were granted or exercised during the year under the schemes nor outstanding at 31 December 2003.

Directors

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

Executive

Rui Xiaowu (Chairman)
Wang Xiaodong (Vice-chairman and Managing Director)
Zhou Xiaoyun
Han Jiang
Guo Xianpeng (appointed on 15 January 2004)
Xu Jian Hua (appointed on 11 March 2004)
Leung Che Wah (resigned on 15 September 2003)
Zhang Tao (resigned on 15 January 2004)

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非執行董事

馬玉成

獨立非執行董事

薛建平
朱世雄
毛關勇
劉鐵成

每位非執行董事及獨立非執行董事之任期為自其獲選任日期至其依照本公司組織章程細則輪席告退止。

根據本公司組織章程細則第99條款規定，郭先鵬先生及徐建華先生須於即將舉行之股東週年大會後輪席告退，惟願膺選連任。

根據本公司組織章程細則第116條款規定，韓江先生及朱世雄先生須於即將舉行之股東週年大會後輪席告退，惟願膺選連任。

購買股份或債券之安排

除本公司及CASIL之購股權計劃外，於本年內任何時間本公司、其任何附屬公司、控股公司或同系附屬公司均無參與任何安排，致令董事或其配偶或十八歲以下子女藉購買本公司或其他公司之股份或債券而獲益。

Non-executive

Ma Yucheng

Independent Non-executive

Sit Kien Ping, Peter
Zhu Shixiong
Moh Kwen Yung
Lau Tit Shing

The term of office of the non-executive director and each of the independent non-executive director is from the date they were last elected to the date of their retirement by rotation in accordance with the Company's Articles of Association.

Messrs. Guo Xianpeng and Xu Jian Hua shall retire by rotation at the close of the forthcoming annual general meeting in accordance with Article 99 of the Company's Articles of Association and, being eligible, offers themselves for re-election.

Messrs. Han Jiang and Zhu Shixiong shall retire by rotation at the close of the forthcoming annual general meeting in accordance with Article 116 of the Company's Articles of Association and, being eligible, offer themselves for re-election.

Arrangements to Purchase Shares or Debentures

Other than the share option scheme of the Company and CASIL, at no time during the year was the Company, or any of its subsidiaries, its holding companies or its fellow subsidiaries a party to any arrangements to enable the directors or their spouses or children under 18 years of age to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

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董事於合約中之利益

於年終時或本年度內任何時間，本公司、其任何附屬公司、控股公司或同系附屬公司均無參與任何與本公司董事直接或間接有重大利益關係之重要合約。

董事及主要行政人員之股份權益

於二零零三年十二月三十一日，本公司並無任何董事、主要行政人員或彼等之聯繫人士持有本公司或其任何附屬公司或任何聯繫公司之任何實益或非實益股份。

董事服務合約

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公司或任何附屬公司簽訂任何不可由聘任公司於一年內終止而免付補償（法定補償除外）之服務合約。

Directors' Interests in Contracts

No contracts of significance to which the Company, or any of its subsidiaries, its holding companies or its fellow subsidiaries was party and in which a director of the Company had a material interest, either directly or indirectly, subsisted at the end of the year or at any time during the year.

Directors' and Chief Executives' Interests in Shares

At 31 December 2003, none of the directors, chief executives or their associates had any beneficial or non-beneficial interest in any shares and underlying shares of the Company or any of its subsidiaries or its associated corporation.

Directors' Service Contracts

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

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主要股東

於二零零三年十二月三十一日，本公司根據證券及期貨條例第336條須保存之主要股東登記名冊所記錄，本公司獲知以下股東擁有本公司已發行股本之有關權益。

Substantial Shareholders

At 31 December 2003, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the Securities and Futures Ordinance shows that the following shareholders had notified the Company of the relevant interests in the issued share capital of the Company.

名稱 Name	身份 Capacity	所持股份數目 Number of shares (附註1) (Note 1)	股本總額之比率 Percentage of shareholding
中國航天科技集團公司 China Aerospace Science & Technology Corporation ("CASC")	擁有受控制公司權益 (註2) Interest of a controlled corporation (Note 2)	449,244,000 (L) 21,000,000 (S)	48.98%
航天科技國際集團有限公司 China Aerospace International Holdings Limited ("CASIL")	擁有受控制公司權益 (註3) Interest of a controlled corporation (Note 3)	449,244,000 (L) 21,000,000 (S)	48.98%
Astrotech Group Limited ("Astrotech")	實益擁有人 Beneficial owner	449,244,000 (L) 21,000,000 (S)	48.98%

附註：

Notes:

- 「L」及「S」分別指股東之股份長、短倉。
 - CASC被視為擁有449,244,000股股份及持有21,000,000股股份之短倉，原因為其持有CASIL約41.86%已發行股本。
 - Astrotech乃CASIL之全資附屬公司，CASIL因而被視為擁有Astrotech所持有之全部股份及短倉權益。
- The letters "L" and "S" denote the shareholder's long position and short position in the shares, respectively.
 - CASC is deemed to be interested in 449,244,000 shares and in the short position of 21,000,000 shares as it holds approximately 41.86% of the issued share capital of CASIL.
 - Astrotech is a wholly owned subsidiary of CASIL. Accordingly, CASIL is deemed to be interested in all the shares and in the short position held by Astrotech.

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除上文披露者外，於二零零三年十二月三十一日本公司並無獲告知本公司已發行股本之任何其他權益或淡倉。

主要客戶及供應商

截至二零零三年十二月三十一日止年度，本集團五大客戶共佔本集團營業額約49%。本集團最大客戶佔本集團營業額約23%。

截至二零零三年十二月三十一日止年度，本集團五大供應商合共佔本集團採購額約75%，本集團最大供應商佔本集團總採購額約57%。

就董事會所知，各董事、彼等之聯繫人士或擁有本公司已發行股本5%以上之股東並無於任何五大客戶或供應商中擁有任何實益權益。

關連交易

截至二零零三年十二月三十一日年度止，本集團之關連交易如下：

本集團佔用CASIL所擁有位於香港九龍尖沙咀東科學館道1號康宏廣場21樓之部份面積。本集團所支付租金及管理費總額為18,000港元。

Save as disclosed above, the Company has not been notified of any other interests or short position in the issued share capital of the Company at 31 December 2003.

Major Customers and Suppliers

For the year ended 31 December 2003, turnover attributable to the five largest customers of the Group accounted for approximately 49% of the Group's turnover and turnover attributable to the Group's largest customer accounted for approximately 23% of the Group's turnover.

For the year ended 31 December 2003, purchases attributable to the five largest suppliers of the Group accounted for approximately 75% of the Group's purchases and purchases attributable to the Group's largest supplier accounted for approximately 57% of the Group's purchases.

None of the directors, their associates or, to the best knowledge of the directors, any shareholder who owns more than 5% of the Company's issued share capital had any interests in the above five largest customers or suppliers.

Connected Transactions

For the year ended 31 December 2003, the Group had the following connected transactions:

The Group occupied certain office space on 21 Floor, Concordia Plaza, 1 Science Museum Road, Tsimshatsui East, Kowloon, Hong Kong, which is owned by CASIL. The rental and management fee paid by the Group amounted to HK\$18,000.

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獨立非執行董事已審閱並確認：

The independent non-executive directors have reviewed and confirmed that:

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|--|--|
| (a) 上述關連交易乃本集團於一般及日常業務過程中進行之交易； | (a) the above connected transactions have been entered into by the Group in the ordinary and usual course of business; |
| (b) 上述關連交易乃按公平磋商基準於一般商業條款下進行，倘有協議監管該等交易，則該等交易已按監管協議之條款進行，或倘並無訂立協議，則交易已按不遜於給予獨立第三者之條款而進行； | (b) the above connected transactions have been entered into on normal commercial terms and on an arm's length basis, and where there is an agreement governing such transactions, such transactions have been carried out in accordance with the terms of the agreements governing such transactions, or if there is no such agreement, the transactions have been entered into on terms no less favourable than terms available to or from independent third parties; |
| (c) 上述交易已按對股東而言屬公平而合理之條款進行；及 | (c) the above transactions have been entered into on terms that are fair and reasonable as far as the shareholders are concerned; and |
| (d) 各項交易之總額並未超過聯交所規定之最高金額。 | (d) the total value of the respective transactions did not exceed the respective maximum amount as specified by the Stock Exchange. |

除上文披露外，本公司或其附屬公司於本年度內任何時間概無簽訂涉及本公司的業務而本公司主要股東直接式間接擁有重大利益的重要合約。

Save as disclosed above, no other contracts of significance in relation to the Company's business to which the Company or its subsidiaries was a party and in which a substantial shareholder 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.

其後事項

本公司於結算日後之重大事項明細刊載於財務報表附註33。

Subsequent Event

Details of significant event of the Company occurring after the balance sheet date are set out in note 33 to the financial statements.

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最佳應用守則

本公司於年度內一直遵守聯交所證券上市規則附錄十四最佳應用守則之規定。

核數師

一項決議案將提呈股東週年大會，以續聘德勤•關黃陳方會計師行為本公司核數師。

承董事會命

芮曉武
董事長

香港，二零零四年四月七日

Code of Best Practice

The Company has complied throughout the year with the Code of Best Practice as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange.

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

Rui Xiaowu
Chairman

Hong Kong, 7 April 2004