

# Directors' Report

## 董事會報告

The Directors present their annual report and the audited financial statements of the Company and its subsidiaries (hereinafter collectively referred to as the "Group") for the year ended 31 December 2005.

### Principal activities

The Company acts as an investment holding company. Its principal subsidiaries are engaged in the design, manufacture and marketing of machines, tools and materials used in the semiconductor industry.

### Results and appropriations

The Directors recommend the payment of a final dividend of HK\$1.00 (2004: HK\$1.05) per share, a second special dividend of HK\$0.30 (2004: nil) per share which together with the interim dividend of HK\$0.50 (2004: HK\$0.45) per share and first special dividend of HK\$0.20 (2004: HK\$0.55) per share paid during the year, makes a total dividend for the year of HK\$2.00 (2004: HK\$2.05) per share, and the retention of the remaining profit for the year of HK\$77,620,000.

Details of the results of the Group are set out in the consolidated income statement on page 55.

### Property, plant and equipment

During the year, the Group continued to expand its manufacturing facilities. The Group acquired plant and machinery for approximately HK\$143 million and invested approximately HK\$52 million on building new manufacturing facilities in Malaysia and upgrading the manufacturing, support and other facilities.

Details of these and other movements in the property, plant and equipment of the Group during the year are set out in note 17 to the financial statements.

### Subsidiaries

Details of the Company's principal subsidiaries at 31 December 2005 are set out in note 32 to the financial statements.

### Share capital

On 15 December 2005, 1,791,000 shares were issued at par to certain employees pursuant to their entitlements under the Company's Employee Share Incentive Scheme.

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

董事會謹呈報本公司及其附屬公司(以下統稱為「本集團」)截至二零零五年十二月三十一日止年度之年度報告及經審核財務報表。

### 主要業務

本公司乃一間投資控股公司。其主要附屬公司之業務為設計、製造及銷售半導體工業所用之器材、工具及物料。

### 業績及分配

董事會現建議派付末期股息每股港幣1.00元(二零零四年：港幣1.05元)，第二次特別股息每股港幣0.30元(二零零四年：無)，連同年內已派付中期股息每股港幣0.50元(二零零四年：港幣0.45元)及每股港幣0.20元之首次特別股息(二零零四年：港幣0.55元)，是年度之全年股息每股為港幣2.00元(二零零四年：港幣2.05元)，及是年度保留之剩餘溢利港幣77,620,000元。

有關本集團業績載於第55頁綜合收益報表。

### 物業、廠房及設備

本集團於年內繼續擴展旗下生產設施。集團斥資約港幣一億四千三百萬元購置機器設備，並投資約港幣五千二百萬元以興建位於馬來西亞的新廠房及提升生產、支援及其他設施。

有關上述及其他本集團於年內之物業、廠房及設備變動之詳細資料載於財務報表附註第17項。

### 附屬公司

有關本公司於二零零五年十二月三十一日之主要附屬公司之詳細資料載於財務報表附註第32項。

### 股本

於二零零五年十二月十五日，已根據僱員股份獎勵制度，按面值發行1,791,000股股份予部份僱員。

於本年度，本公司及其任何附屬公司並無購買，出售或贖回任何本公司之上市證券。

### Distributable reserves of the Company

The Company's reserves available for distribution to shareholders, calculated in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants, amounted to HK\$1,194,639,000 (2004: HK\$1,079,510,000). In accordance with the Company's Articles of Association, dividend can only be distributed out of profits of the Company.

### Directors

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

*Executive Directors:*

Arthur H. del Prado, Chairman  
Lam See Pong, Patrick, Managing Director  
Fung Shu Kan, Alan

*Independent Non-executive Directors:*

Orasa Livasiri  
Tang Koon Hung, Eric  
Lee Shiu Hung, Robert

In accordance with Articles 113 and 114 of the Company's Articles of Association, Lam See Pong, Patrick and Fung Shu Kan, Alan retire and, being eligible, offer themselves for re-election.

The term of office for each Non-executive Director is the period up to retirement by rotation in accordance with the Company's Articles of Association.

Biographical details of Directors as at the date of this report are:

Arthur H. del Prado is the Chairman of the Company and President, Chief Executive Officer and founder of ASM International N.V. ("ASM International"), the holding company of the Company. He is also a director of certain subsidiaries of ASM International. Mr. del Prado currently serves on the Board of several companies, civic and non profit organizations, among which the MEDEA+ Board, the "Micro Electronics Development for European Applications" project. Arthur H. del Prado was formerly a member of the Board of Directors of: Océ van der Grinten Nederland N.V., Manufacturer of Copiers and Printers; G.T.I. Holding N.V., an Electronic Equipment and Installations company; Delft Instruments N.V., a Manufacturer of High-Technology Industrial and Defence Products; Breevast N.V., Project Development and Management; Dujat, Dutch & Japanese Trade Federation and ABN-AMRO Bank, Advisory Counsel.

### 本公司可供分派之儲備

本公司之可供分派予股東儲備，及根據香港會計師公會所頒佈的香港財務報告準則計算，合共港幣1,194,639,000元（二零零四年：港幣1,079,510,000元）。根據本公司之公司組織章程細則所規定，只可從溢利中分派股息。

### 董事

本公司是年度及截至本報告日期之董事為：

*執行董事：*

Arthur H. del Prado，主席  
林師龐，董事總經理  
馮樹根

*獨立非執行董事：*

Orasa Livasiri  
鄧冠雄  
李兆雄

林師龐先生及馮樹根先生根據本公司組織章程細則第一百一十三條及第一百一十四條依章告辭董事職位，而彼等具資格並表示願意膺選連任。

每位非執行董事獲委任之任期直至根據本公司之公司組織章程細則規定輪流辭任為止。

截至本報告日期之董事資料：

Arthur H. del Prado，為本公司主席及本公司之控股公司ASM International N.V.（「ASM International」）總裁兼行政總裁及創辦人。彼亦是ASM International部份附屬公司董事。彼為多間公司、公共及非牟利機構之董事會及幹事會成員，其中包括MEDEA+Board（歐洲微電子應用發展項目）。Arthur H. del Prado曾為下列公司之董事會成員：Océ van der Grinten Nederland N.V.（複印機及打印機製造商）、G.T.I. Holding N.V.（電子設備及安裝公司）、Delft Instruments N.V.（高科技工業及國防產品製造商）、Breevast N.V.（項目開發及管理）、Dujat（荷蘭及日本貿易工聯會）及荷蘭銀行（諮詢委員會）。

**Directors continued**

Lam See Pong, Patrick, Executive Director, aged 57, is the Managing Director of the Company. Mr. Lam is also the Vice President of Asian Operations of ASM International and a director of certain subsidiaries of ASM International. He has a Bachelor of Science degree in Electrical Engineering from the University of Manitoba, Canada, a Diploma in Management Studies from the University of Hong Kong, and a Masters degree in Business Administration from the Chinese University of Hong Kong. He has over 30 years of experience in computer and semiconductor industry. He joined the Group in 1975 and was responsible for founding ASM International's operation in South East Asia.

Fung Shu Kan, Alan, Executive Director, aged 55, is the Financial Director of the Group in charge of financial planning and control. He obtained his Diploma and Masters degree in Business Administration from Hong Kong Polytechnic and the University of East Asia respectively. He joined the Group in 1978 and before that he had worked for two multinational semiconductor companies for over 10 years.

Orasa Livasiri, Independent Non-executive Director, aged 50, was appointed to the Board as an Independent Non-executive Director in 1994. She is a solicitor in private practice and is a partner of Messrs. Ng, Lie, Lai & Chan.

Tang Koon Hung, Eric, aged 60, is an Independent Non-executive Director and has been a member of the Board since September 2004. Mr. Tang qualified as a Chartered Accountants in Canada and is also a member of the Hong Kong Institute of Certified Public Accountants. He has worked in the fields of manufacturing, banking, and public utilities with some major corporations both in Canada and in Hong Kong. Graduated from the University of Toronto, Mr. Tang holds a Bachelor degree in Industrial Engineering and a Masters degree in Business Administration.

**董事續**

林師龐(執行董事)，現年五十七歲，為本公司之董事總經理。林先生亦是ASM International亞洲區副總裁及ASM International部份附屬公司董事。彼持有加拿大曼尼托巴大學電子工程學士學位、香港大學管理學文憑及香港中文大學工商管理碩士學位。林先生於電腦及半導體工業具有三十年以上經驗。彼於一九七五年加入本集團，並負責創立ASM International在東南亞的業務。

馮樹根(執行董事)，現年五十五歲，本集團財務董事，負責財務規劃及監督。馮先生分別持有香港理工學院及東亞大學之工商管理文憑及碩士學位，馮先生於一九七八年加入本集團，之前曾在兩間國際性半導體公司工作超過十年。

Orasa Livasiri(獨立非執行董事)，現年五十歲，於一九九四年獲委任加入董事會為獨立非執行董事。彼出任私人執業律師及為伍李黎陳律師行之合夥人。

鄧冠雄(獨立非執行董事)，現年六十歲，自二零零四年九月獲委任加入董事會。鄧先生於加拿大獲得特許會計師資格，也是香港會計師公會會員。彼曾在加拿大及香港任職於從事製造行業、銀行業務及公用事業之數間大機構。鄧先生畢業於多倫多大學，持有工業工程學士學位及工商管理碩士學位。

#### Directors continued

Lee Shiu Hung, Robert, Independent Non-executive Director, aged 73, was appointed to the Board on 23 December 2004. Mr. Lee is a Certified Public Accountant with over 40 years of practical experience in auditing, accounting and finance, taxation and general management. He was engaged in private practice in the name of Robert S.H. Lee & Co., Certified Public Accountants since 1984 until his retirement in 2000. Mr. Lee previously held senior executive positions in multinational groups, including Jardine Matheson & Co. Limited and Hutchison International Limited. He was a President of the Society of Chinese Accountants & Auditors, Hong Kong in 1983/84 and a President of the Australian Society of Certified Practising Accountants (CPA Australia) Hong Kong Branch in 1986/87. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, CPA Australia; the Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries. He is a member of the Advisory Board of the Society of Chinese Accountants & Auditors, Hong Kong.

#### Senior management

The Group's senior management team consists of the following executives, whose biographical information is as follows:

Lo Tsan Yin, Peter, aged 57, is the Managing Director of the Northern Region. He has a Bachelor of Science degree in Electronics Engineering from the University of Southampton, England. Mr. Lo joined the Group in 1980. He has over 30 years of experience in the computer and semiconductor industry. Mr. Lo is responsible for managing the business operation of the Group in the northern region of Asia, including Hong Kong, Mainland China, Taiwan, Korea, Japan and Philippines.

Lee Wai Kwong, aged 51, is the Managing Director of the Southern Region. He has a Bachelor of Science degree and a Masters of Science degree from the Chinese University of Hong Kong; both degrees are in Electronics Engineering. He also has a Masters degree in Business Administration from the National University of Singapore. Mr. Lee joined the Group in 1980. He has over 25 years working experience in the semiconductor industry. Mr. Lee is responsible for managing the business operation of the Group in the southern region of Asia, including Singapore, Malaysia, Thailand and India, as well as overseeing the Group's European and American activities.

#### 董事續

李兆雄(獨立非執行董事)，現年七十三歲，於二零零四年十二月二十三日獲委任加入董事會。李先生為註冊會計師，於審計、會計及財務、稅務及一般管理有逾四十年之實務經驗。彼自一九八四年以李兆雄會計師樓之名義私人執業，直至二零零零年退休。李先生曾於數間跨國公司，包括怡和集團及和記洋行集團，擔任高級行政人員。彼於一九八三年至八四年曾擔任香港華人會計師公會會長及於一九八六至八七年曾擔任澳洲會計師公會香港分會會長。李先生為香港會計師公會、澳洲會計師公會、英國 Institute of Chartered Secretaries and Administrators 及香港公司秘書公會資深會員。彼也是香港華人會計師公會諮詢委員會成員。

#### 高級管理層

本集團之高級管理人員包括下列之行政人員，其資料如下：

盧燦然，現年五十七歲，為本集團北部業務之董事總經理。彼持有英國南安普敦大學電子工程學士學位。盧先生於一九八零年加入本集團。彼於電腦及半導體工業具有逾三十年工作經驗。盧先生負責管理本集團於亞洲北部(包括香港、中國大陸、台灣、韓國、日本及菲律賓)之業務。

李偉光，現年五十一歲，為本集團南部業務之董事總經理。彼持有香港中文大學電子工程學士及碩士學位。彼亦持有新加坡國立大學工商管理碩士學位。李先生於一九八零年加入本集團。彼於半導體行業具有逾二十五年工作經驗。李先生負責管理本集團於亞洲南部(包括新加坡、馬來西亞、泰國、印度)以及歐洲及美洲之業務。

#### Senior management continued

Chow Chuen, James, aged 49, is the Managing Director of China Operation. He has a Bachelor of Science degree in Electrical Engineering from the University of Hong Kong and a Masters of Science degree in Manufacturing System Engineering from the University of Warwick, England. Mr. Chow joined the Group in 1982. He has over 25 years working experience in the electronics and semiconductor industry. Mr. Chow is responsible for managing the manufacturing operations in Mainland China.

Liu Chou Kee, Peter, aged 63, is the Chief Technology Officer of the Group. He has a Bachelor of Science degree and a Masters of Science degree from the University of Manitoba, Canada, and Doctor of Philosophy degree from the University of McMaster, Canada. All the degrees are in Electronics Engineering. Mr. Liu joined the Group in 1995. He has over 30 years working experience in telecommunication, semiconductor industry and tertiary education. Mr. Liu is responsible for managing the research and development teams of the Group.

#### Employee Share Incentive Scheme

The Group has an Employee Share Incentive Scheme (the "Scheme") which is for the benefit of the Group's employees and members of management and has a life of 10 years starting from December 1989. On 25 June 1999, at an extraordinary general meeting of the Company, the shareholders approved to extend the period of the Scheme for a further term of 10 years up to 23 March 2010 and allow up to 5% of the issued share capital of the Company from time to time, excluding any shares of the Company subscribed for or purchased pursuant to the Scheme since 23 March 1990, to be subscribed for or purchased pursuant to the Scheme during the extended period.

On 24 February 2005, the Directors resolved to contribute HK\$180,000 to the Scheme, enabling the trustees of the Scheme to subscribe for a total of 1,800,000 shares in the Company for the benefit of employees and members of the management of the Group in respect of their services for the year ended 31 December 2004 upon expiration of the defined qualification period. 205,000 of these share entitlements were allocated to certain Directors.

On 21 February 2006, the Directors resolved to contribute HK\$180,000 to the Scheme, enabling the trustees of the Scheme to subscribe for a total of 1,800,000 shares in the Company for the benefit of employees and members of the management of the Group in respect of their services for the year ended 31 December 2005 upon the expiration of a defined qualification period.

#### 高級管理層續

周全，現年四十九歲，為本集團中國業務董事總經理。彼持有香港大學電機工程學及英國University of Warwick製造系統工程學碩士學位。周先生於一九八二年加入本集團。彼於電子及半導體行業具有逾二十五年工作經驗。周先生負責管理本集團於中國大陸之製造業務。

廖秋棋，現年六十三歲，為本集團之首席科技總監。彼持有加拿大曼尼托巴大學電子工程學學士及碩士學位，彼亦持有加拿大University of McMaster之電子工程學博士學位。廖先生於一九九五年加入本集團。彼於電訊、半導體工業及高等教育具有逾三十年工作經驗。廖先生負責管理本集團研究及發展部門。

#### 僱員股份獎勵制度

本集團制訂僱員股份獎勵制度（「制度」），專為本集團僱員及管理階層成員之利益而設，期限為十年，於一九八九年十二月開始。於一九九九年六月二十五日舉行之公司股東特別大會上，股東批准該制度延長十年，為期至二零一零年三月二十三日止，以及在延長期間內根據該制度認購或購買之股份數目限額為本公司已發行股本百分之五（不包括自一九九零年三月二十三日根據該制度認購或購買之任何股數在內）。

董事會於二零零五年二月二十四日議決向該制度供款港幣180,000元，以使該制度之信託人於指定合格期間屆滿時，能就本集團僱員及管理階層成員截至二零零四年十二月三十一日止年度所提供之服務，為其受益認購合共1,800,000股本公司股份。其中205,000股股份權利已分配予部份董事。

董事會於二零零六年二月二十一日議決向該制度供款港幣180,000元，以使該制度之信託人於指定合格期間屆滿時，能就本集團僱員及管理階層成員截至二零零五年十二月三十一日止年度所提供之服務，為其受益認購合共1,800,000股本公司股份。

## Directors' Report continued

### 董事會報告續

#### Directors' interests in shares

Details of the interests of the Directors and chief executives of the Company and their associates in the share capital of the Company and its associated corporations as at 31 December 2005 as recorded in the register by the Company pursuant to Section 352 of the Securities and Future Ordinance (the "SFO"), or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies were as follows:

#### Long positions

(a) Shares of HK\$0.10 each of the Company:

Name of director 董事姓名	Capacity 身份	Number of shares held 所持股份數目	Percentage of shareholding in the Company 所持本公司股權百分比
Arthur H. del Prado	(Note 1)	207,427,500	53.59%
Lam See Pong, Patrick (Note 2)	Beneficial owner	970,000	0.25%
Fung Shu Kan, Alan	Beneficial owner	191,000	0.05%

(b) Share options of ASM International: (Note 3)

Name of director 董事姓名	Date of grant 授出日期	Exercisable period 行使期	Exercise price 行使價	At 1 January 2005 於二零零五年一月一日	Exercised during the year 已於本年度行使	At 31 December 2005 於二零零五年十二月三十一日
Arthur H. del Prado	19 December 2001 二零零一年十二月十九日	19 December 2002 – 19 December 2006 二零零二年十二月十九日至 二零零六年十二月十九日	US\$19.32 19.32美元	250,000	-	250,000
Lam See Pong, Patrick 林師龐	4 April 2001 二零零一年四月四日	31 December 2001 – 4 April 2006 二零零一年十二月三十一日至 二零零六年四月四日	US\$15.44 15.44美元	100,000	-	100,000
Fung Shu Kan, Alan 馮樹根	4 April 2001 二零零一年四月四日	31 December 2001 – 4 April 2006 二零零一年十二月三十一日至 二零零六年四月四日	US\$15.44 15.44美元	7,000	-	7,000

#### 董事股份權益

於二零零五年十二月三十一日，根據證券及期貨條例「證期條例」第352條須予備存的登記冊所記錄，或根據上市公司董事進行證券交易的標準守則給本公司及香港聯合交易所有限公司（「聯交所」）的通知，本公司董事及行政總裁以及其聯繫人於本公司及其相聯法團擁有的詳細股本權益如下：

#### 好倉

(a) 每股港幣0.10元之本公司股份：

(b) ASM International之認股權：（附註3）

### Directors' interests in shares continued

Notes:

1. As at 31 December 2005, Arthur H. del Prado, a member of his immediate family and a foundation controlled by him together held about 21.79% of the issued share capital of ASM International. A wholly-owned subsidiary of ASM International, Advanced Semiconductor Materials (Netherlands Antilles) N.V. holds 207,427,500 shares of the Company as at 31 December 2005. Arthur H. del Prado is deemed or taken to be interested in the 207,427,500 shares. ASM International also holds the fixed-rate participating shares of ASM Assembly Automation Limited, ASM Assembly Materials Limited and ASM Asia Limited which are wholly-owned subsidiaries of the Company. These shares carry no voting rights, no rights to participate in a distribution of profits, and very limited rights on a return of capital.
2. As at 31 December 2005, Lam See Pong, Patrick beneficially owns 395,300 shares of ASM International.
3. Details of the share option scheme of ASM International are set out in note 30 to the financial statements.

Save as disclosed above and other than certain nominee shares in subsidiaries held by the Directors in trust for the Company or its subsidiaries, as at 31 December 2005, none of the Directors or chief executives of the Company nor their associates had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations.

### Directors' rights to acquire shares or debentures

Other than those rights described under the sub-section headed "Employee Share Incentive Scheme" and the share options of ASM International disclosed above, none of the Directors or chief executives or their spouses or children under the age of 18 had any right to subscribe for shares of the Company, or had exercised any such right during the year; and at no time during the year was the Company, any of its holding companies, fellow subsidiaries or subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

### 董事股份權益續

附註：

1. 於二零零五年十二月三十一日，Arthur H. del Prado、其直系家族及一個由Arthur H. del Prado所控制之基金共持有ASM International已發行股本約百分之二十一點七九。於二零零五年十二月三十一日，ASM International之全資附屬公司Advanced Semiconductor Materials (Netherlands Antilles) N.V. 持有207,427,500股本公司股份。Arthur H. del Prado可視為擁有該207,427,500股股份之權益。ASM International亦持有先進自動器材有限公司、先進半導體物料科技有限公司及先進半導體器材有限公司之分享固定利息股份，而該三間公司均為本公司之全資附屬公司。該等股份不享有投票之權利，亦無權享有分派之溢利，並在股本退還時僅享有非常有限之權利。
2. 於二零零五年十二月三十一日，林師龐實益持有395,300股ASM International股份。
3. 有關ASM International之認股權制度之詳細資料載於財務報表附註第30項。

除上述所披露者及本公司董事以信託形式代本公司及其附屬公司持有附屬公司若干之名義股份外，於二零零五年十二月三十一日，本公司董事或行政總裁及其聯繫人於本公司或其任何相聯法團的股份、相關股份或債券概無擁有任何權益或淡倉。

### 董事購買股份或債券之權利

除「僱員股份獎勵制度」所述之權利及以上所述之ASM International之認股權外，各董事或行政總裁或彼等之配偶或18歲以下之子女並無可認購本公司股份之權利，亦無於年內行使該等權利。於年內任何時間，本公司、本公司之控股公司、同集團附屬公司或附屬公司均無參與任何安排以使本公司董事可藉購買本公司或任何其他法人團體之股份或債券而獲益。

### Substantial shareholders

As at 31 December 2005, the following persons (other than the interests disclosed above in respect of Director or chief executive of the Company) had interests in the share capital of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

Name of shareholder 股東名稱	Capacity 身份		Number of shares held 所持股份 數目	Percentage of shareholding in the Company 所持本公司 股權百分比
ASM International	Corporate 公司		207,427,500	53.59%
Advanced Semiconductor Materials (Netherlands Antilles) N.V.	Beneficial owner 實益持有人		207,427,500	53.59%
Aberdeen Asset Management Plc and its associates on behalf of accounts managed by Aberdeen Asset Management Plc and its associates	Investment manager 投資經理		19,400,000	5.01%

Save as disclosed above, as at 31 December 2005, according to the register of interests required to be kept by the Company under Section 336 of the SFO, there was no person who had any interests or short positions in the shares or underlying shares of the Company.

### Directors' interests in contracts and connected transactions

During the year, the Group entered into certain transactions with the ASM International group of companies, details of which are set out in note 31 to the financial statements.

Independent Non-executive Directors of the Company confirmed that the connected transactions have been entered into by the Group in the ordinary and usual course of business, on normal commercial terms, and in accordance with the terms of the agreement governing such transactions that are fair and reasonable and in the interest of the shareholders of the Company as a whole.

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

Save as disclosed above, no contracts of significance to which the Company, any of its holding companies, fellow subsidiaries or subsidiaries was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### 主要股東

於二零零五年十二月三十一日，除上述所載本公司董事或行政總裁之權益外，根據證期條例第336條須予備存的登記冊所記錄，下列人士擁有本公司股份權益：

除本文所披露者外，於二零零五年十二月三十一日，根據證期條例第336條須予備存的登記冊所記錄，概無任何人士持有本公司股份或相關股份的淡倉。

### 董事在合約上之權益及關連交易

年內，本集團與ASM International集團公司有若干交易，詳細資料載於財務報表附註第31項。

本公司之獨立非執行董事已確認該等本集團所進行的關連交易屬本集團的日常業務，按照一般商務條款進行及該等交易是根據有關交易的協議條款進行，而交易條款公平合理，並符合本公司股東的整體利益。

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

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



### Directors' service contracts

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

### Emolument policy

The emolument policy of the employees of the Group is set up by the management on the basis of their merit, qualifications and competence.

The emoluments of the Directors and the senior management of the Company are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

The Company currently had an Employee Share Incentive Scheme as an incentive to Directors and eligible employees, details of the scheme is set out in note 24 to the financial statements.

### Pre-emptive rights

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

### Major customers and suppliers

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

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

### Donations

During the year, the Group made charitable and other donations amounting to approximately HK\$506,000.

### 董事之服務合約

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

### 酬金政策

本集團僱員的酬金政策乃由管理層按其貢獻、資歷及才幹而制訂。

本公司的董事及高級管理階層的酬金乃由薪酬委員會視乎集團的業績、個人表現及市場統計比較而決定。

本公司現行有僱員股份獎勵制度以獎勵董事及個別應嘉許之員工，制度的詳細資料載於財務報表第24項。

### 先買權

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

### 主要客戶及供應商

是年度，本集團之五家最大客戶合共所佔本集團年內總營業額少於百分之三十。

是年度，本集團之五家最大供應商合共所佔本集團年內總購貨額少於百分之三十。

### 捐款

年內，本集團之慈善及其他捐款約為港幣506,000元。

### **Appointment of Independent Non-executive Directors**

The Company has received, from each of the Independent Non-executive Directors, an annual confirmation of the independence pursuant to Rule 3.13 of the Listing Rules on the Stock Exchange. The Company considers all of the Independent Non-executive Directors are independent.

### **Sufficiency of public float**

The Company has maintained a sufficient public float throughout the year ended 31 December 2005.

### **Auditors**

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

On behalf of the Board

**Lam See Pong, Patrick**

Director

21 February 2006

### **委任獨立非執行董事**

本公司已收到每位獨立非執行董事根據聯交所上市規則第3.13條所規定的書面年度確認，確認其獨立性。本公司認為全部獨立非執行董事確屬獨立人士。

### **充足的公眾持股量**

本公司於截至二零零五十二月三十一日止年度內已維持充足的公眾持股量。

### **核數師**

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

承董事會命

董事

**林師龐**

二零零六年二月二十一日