

The directors have pleasure in submitting their annual report together with the audited accounts for the year ended 31 December 2000.

Principal Activities and Geographical Analysis of Operations

The principal activity of the company is investment holding. The principal activities of the subsidiaries are shown in note 13 to the accounts.

An analysis of the group's turnover and contribution to profit from operations for the year by principal activities and by principal markets is as follows:

董事會謹此呈奉截至二零零零年十二月三十一日止年度之報告及已審核賬目，敬祈省覽。

主要業務及按市場分析之業績

本公司之主要業務為投資控股。各附屬公司之主要業務列載於財政報告附註13。

有關本集團於本年內之營業額及經營溢利之貢獻按主要業務及按主要市場之分析如下：

| | | Group turnover 營業額 HK\$'000 港幣千元 | Contribution to profit from operations 經營溢利 HK\$'000 港幣千元 |
|---|----------------------|--|--|
| Principal activities: | 主要業務分析： | | |
| Building products | 建築產品 | 393,997 | 63,542 |
| Engineering equipment | 工程設備 | 184,387 | 28,827 |
| | | <u>578,384</u> | <u>92,369</u> |
| Administrative and other expenses net of other revenue | 行政費用及其他支出 已扣除其他收入 | | <u>(88,264)</u> |
| Operating profit | 經營溢利 | | <u>4,105</u> |
| | | | |
| | | Group turnover 營業額 HK\$'000 港幣千元 | Contribution to profit from operations 經營溢利 HK\$'000 港幣千元 |
| Principal markets: | 主要市場分析： | | |
| Hong Kong and Macau | 香港及澳門 | 567,449 | 89,787 |
| The People's Republic of China | 中華人民共和國 | 10,935 | 2,582 |
| | | <u>578,384</u> | <u>92,369</u> |
| Administrative and other expenses net of other revenue | 行政費用及其他支出 已扣除其他收入 | | <u>(88,264)</u> |
| Operating profit | 經營溢利 | | <u>4,105</u> |

Major Customers and Suppliers

The percentages of the purchases and sales for the year attributable to the group's major suppliers and customers are as follows:

主要客戶及供應商

本集團之主要供應商及客戶佔集團是年度之購貨及銷貨之百分比如下：

| | | Percentage of the group's total 佔本集團總額百分比 | |
|-------------------------------------|-----------|---|-----------------|
| | | Sales 銷貨 | Purchases 購貨 |
| The largest customer | 最大客戶 | 13% | |
| Five largest customers in aggregate | 最大五個客戶合計 | 42% | |
| The largest supplier | 最大供應商 | | 19% |
| Five largest suppliers in aggregate | 最大五個供應商合計 | | 49% |

At no time during the year have the directors, their associates or any shareholder of the company (which to the knowledge of the directors owns more than 5% of the company's share capital) had an interest in these major customers and suppliers.

本公司的董事、有關連人士或任何股東（據董事所知，持有本公司股本5%或以上），並無於本年度任何時間擁有這些主要客戶及供應商的任何權益。

Accounts

The profit and cashflows of the group for the year ended 31 December 2000 and the state of the company's and the group affairs as at that date are set out in the accounts on pages 32 to 37.

賬項

本集團截至二零零零年十二月三十一日止年度的溢利及現金流量和本公司及本集團於該日的財政狀況載於第32頁至第37頁的賬項內。

The directors do not recommend the payment of a dividend for the year ended 31 December 2000.

董事會已議決不派發截至二零零零年十二月三十一日止年度之末期股息。

Change of Company's Name

By a special resolution passed on 5 May 2000, the name of the company was changed from Arnhold Holdings Limited to i-Onyx Limited.

更改公司名稱

根據在二零零零年五月五日通過的一項特別決議案，本公司的名稱已由安利控股有限公司改為i-Onyx Limited。

By a board resolution passed on 27 March 2001, the Company adopted the Chinese name of 宏思有限公司。

透過董事會於二零零一年三月二十七日通過之決議案，本公司採納「宏思有限公司」為中文名稱。

Reserves

Movements in the reserves of the group and the company during the year are set out in note 24 to the accounts.

Charitable Donations

Donations made by the group during the year amounted to HK\$35,000.

Fixed Assets

Details of the movements in fixed assets during the year are set out in note 12 to the accounts.

Principal Properties

Details of the principal properties held for investment purposes are set out on page 96.

Share Capital

Details of the movements in share capital of the company during the year are set out in note 22 to the accounts. Shares were issued during the year to broaden the capital base of the company.

Bank Loans and Other Borrowings

Particulars of bank loans and other borrowings of the group and the company as at 31 December 2000 are set out in note 25 to the accounts.

Five-year Financial Summary

A summary of the results and of the assets and liabilities of the group for the last five financial years is set out on page 95.

儲備

本年內集團及公司之儲備變動詳情列載於財政報告附註 24。

慈善捐款

於本年內，集團之慈善捐款及其他捐款金額共達港幣 35,000 元。

固定資產

固定資產於本年內之變動詳情列載於財政報告附註 12。

主要物業

持作投資用途之主要物業詳情載於第96頁。

股本

本公司股本於本年為擴大資本基礎而發行了股本，股本於本年內之變動詳情載於財政報告附註 22。

銀行貸款及其他借款

本集團及本公司於二零零零年十二月三十一日的銀行貸款及其他借款詳情載於財政報告附註25。

五年財務摘要

集團最近五個財政年度之資產負債及業績摘要載於第 95 頁。

Retirement Schemes

Particulars of retirement scheme of the group and the company as at 31 December 2000 are set out note 7 to the accounts.

Purchase, Sale or Redemption of Shares

The company has not redeemed any of its shares during the year ended 31 December 2000. Neither the company nor any of its subsidiaries has purchased or sold any of the company's shares during the year.

Pre-emptive Rights

No pre-emptive rights exist under the laws of Bermuda in relation to issues of new shares by the company.

Directors

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

Executive directors:

Simon Murray

(appointed on 5 May 2000)

Michael John Green

Augustus Ralph Marshall

(appointed on 5 May 2000)

Geoffrey Alan Spender

(appointed on 5 May 2000

and resigned on 16 June 2000)

Yip Ka Kay, Kevin

(appointed on 5 May 2000)

Lindsay Scott Servian

(appointed on 27 September 2000)

Leung Tak Tong, Eric

(resigned on 5 May 2000)

Woo Chun Yu, Adolf

(resigned on 5 May 2000)

Lai Ka Tak, Patrick

(resigned on 5 May 2000)

退休金計劃

本集團及本公司於二零零零年十二月三十一日的退休金計劃詳情載於財政報告附註7。

購入、出售或贖回股份之安排

本公司於截至二零零零年十二月三十一日止年度內並無贖回任何股份。年內本公司或其任何附屬公司概無購買或出售任何本公司股份。

優先購買權

百慕達法例概無就本公司發行新股有關之優先購買權作出規定。

董事

於本年內及截至本報告日期止，本公司之董事如下：

執行董事：

馬世民

(於二零零零年五月五日委任)

米高•葛林

Augustus Ralph Marshall

(於二零零零年五月五日委任)

Geoffrey Alan Spender

(於二零零零年五月五日委任，

並於二零零零年六月十六日辭任)

葉家祺

(於二零零零年五月五日委任)

薛衛恆

(於二零零零年九月二十七日委任)

梁德堂

(於二零零零年五月五日辭任)

胡鎮宇

(於二零零零年五月五日辭任)

黎嘉得

(於二零零零年五月五日辭任)

Directors (Continued)

Non-executive directors:

Geoffrey Alan Spender

(appointed on 16 June 2000)

Cha Mou Sing, Payson

(appointed on 3 January 2000

and resigned on 5 May 2000)

Independent non-executive directors:

Simon Murray

(resigned on 5 May 2000)

Christopher John David Clarke

V-Nee Yeh

In accordance with bye-law 87(1) of the company's bye-laws, Messrs Michael John Green and V-Nee Yeh retire by rotation and, being eligible, offer themselves for re-election.

Directors' Service Contracts

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

Directors' Interests in Contracts

No contract of significance in relation to the company's business to which the company or its subsidiaries was a party and in which a director of the company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

董事 (續)

非執行董事：

Geoffrey Alan Spender

(於二零零零年六月十六日委任)

查懋聲

(於二零零零年一月三日委任，

並於二零零零年五月五日辭任)

獨立非執行董事：

馬世民

(於二零零零年五月五日辭任)

簡基華

葉維義

根據本公司組織章程細則87(1)，米高•葛林及葉維義兩位董事輪值告退，並願膺選連任。

董事之服務合約

擬於應屆股東週年大會上重選之董事概無與本公司簽訂不可於一年內免付補償（法定補償除外）而終止之服務合約。

董事之合約權益

在本年度結算日或本年度任何期間內，本公司或其附屬公司概無訂立有關本公司業務之重大合約而使本公司董事直接或間接擁有重大權益。

Connected Transactions

Details of connected transactions of the group during the year ended 31 December 2000 are disclosed in note 31 to the accounts.

Related Party Transactions

Significant related party transactions entered into by the group during the year ended 31 December 2000, which do not constitute connected transactions under the listing rules, are disclosed in note 32 to the accounts.

Directors' Interests in Equity

At 31 December 2000, the interests of the directors in the shares of the company as recorded in the register maintained by the company under Section 29 of the Securities (Disclosure of Interests) Ordinance or as notified to the company were as follows:

Ordinary shares of HK\$0.10 each

關連交易

本集團於截至二零零零年十二月三十一日止年度內之關連交易於財政報告附註31披露。

與有關人士之交易

本集團於截至二零零零年十二月三十一日止年度內所訂立，且根據上市規則之規定並不構成關連交易之有關連人士之重大交易於財政報告附註32披露。

董事之股本權益

於二零零零年十二月三十一日，根據證券（披露權益）條例第29條規定本公司須予存置之登記冊所載，或據本公司所知，董事持有本公司之股份權益如下：

每股面值港幣0.10元之普通股

| | | Number of shares held 持有股數 | |
|---|-------|-------------------------------|--------------------------------|
| | | Personal interests 個人權益 | Corporate interests 法團權益 |
| <i>Executive directors:</i> | | | |
| Simon Murray | 馬世民 | 2,334,700 | 7,800,000 * |
| Michael John Green | 米高•葛林 | 1,272,000 | 138,510,900 ** |
| <i>Independent non-executive directors:</i> | | | |
| Christopher John David Clarke | 簡基華 | 50,000 | — |
| V-Nee Yeh | 葉維義 | 506,000 | 20,000 *** |

Directors' Interests in Equity (Continued)

- * Such shares were held by a private investment holding company wholly owned by a corporation, which Mr Simon Murray controls and in which he has a beneficial interest of approximately 35%.
- ** Such shares were held through corporations on behalf of the Michael Green Family Trust.
- *** Such shares were held through a fund in which a 0.486% attributable interest is held by Mr V-Nee Yeh, who also has more than one-third of the voting rights of the investment manager of the fund.

The company operates an Executive Share Option Scheme ("the Scheme") which was approved by the shareholders at a special general meeting of the company on 10 December 1993. Under the Scheme, the board of directors may invite its executive directors and employees of the group to take up options to subscribe for the company's shares.

董事之股本權益 (續)

- * 此等股份乃由一間私人投資控股公司持有。該投資控股公司由一間法團全資擁有，而馬世民先生則控制該法團及實益約35%權益。
- ** 此等股份乃透過代表米高•葛林家族信託基金之法團持有。
- *** 此等股份乃透過葉維義先生擁有0.486%權益之基金持有，葉維義先生並擁有該法團基金之經理超過三分之一的投票權。

於一九九三年十二月十日，本公司召開股東特別大會，通過成立一個行政人員認股權計劃（「該計劃」）。根據該計劃，董事會可邀請本集團之執行董事及僱員接受認購本公司股份之認股權。

Directors' Interests in Equity (continued)

董事之股本權益 (續)

Details of options granted to the directors under the Scheme were as follows: 董事按該計劃被授予認股權之詳情如下：

| | Date of options granted 授予認股權日期 | Outstanding options as at 1 January 2000 二零零零年一月一日尚未行使之認股權 | Granted during the year 於年內授予 | Exercise during the year 於年內行使 | Outstanding options as at 31 December 2000 二零零零年十二月三十一日尚未行使之認股權 | Subscription price per share 每股認購價 | Exercise period 行使期限 | Market value per share at date of options granted 於授與認股權日期每股市價 | Market value per share at date of options exercised 於行使認股權時每股市價 |
|------------------------|------------------------------------|---|----------------------------------|-----------------------------------|--|---------------------------------------|--|---|--|
| | | | | | | HK\$ 港幣 | | HK\$ 港幣 | HK\$ 港幣 |
| Eric T T Leung 梁德堂 | 12 December 1995 一九九五年十二月十二日 | 1,000,000 | - | (168,000) | | | 1 January 1997 to 31 December 2001 一九九七年一月一日至二零零一年十二月三十一日 | 1.04 | 4.00 |
| | | | | (128,000) | 704,000 | 0.8304 | | 1.04 | 2.00 |
| | 25 June 1996 一九九六年六月二十五日 | 1,000,000 | - | - | 1,000,000 | 1.2288 | 1 July 1997 to 30 June 2002 一九九七年七月一日至二零零二年六月三十日 | 1.56 | - |
| | 1 January 1997 一九九七年一月一日 | 1,500,000 | - | - | 1,500,000 | 1.2032 | 1 January 1998 to 31 December 2002 一九九八年一月一日至二零零二年十二月三十一日 | 1.50 | - |
| | 3 July 1997 一九九七年七月三日 | 3,125,000 | - | - | 3,125,000 | 1.3680 | 1 January 2002 to 9 December 2003 二零零二年一月一日至二零零三年十二月九日 | 1.73 | - |
| Adolf C Y Woo 胡鎮宇 | 12 December 1995 一九九五年十二月十二日 | 250,000 | - | (250,000) | - | 0.8304 | 1 January 1997 to 31 December 2001 一九九七年一月一日至二零零一年十二月三十一日 | 1.04 | 4.00 |
| | 25 June 1996 一九九六年六月二十五日 | 500,000 | - | - | 500,000 | 1.2288 | 1 July 1997 to 30 June 2002 一九九七年七月一日至二零零二年六月三十日 | 1.56 | - |
| | 1 January 1997 一九九七年一月一日 | 1,000,000 | - | - | 1,000,000 | 1.2032 | 1 January 1998 to 31 December 2002 一九九八年一月一日至二零零二年十二月三十一日 | 1.50 | - |
| | 3 July 1997 一九九七年七月三日 | 4,875,000 | - | - | 4,875,000 | 1.3680 | 1 January 2002 to 9 December 2003 二零零二年一月一日至二零零三年十二月九日 | 1.73 | - |
| Patrick K T Lai 黎嘉得 | 8 May 1999 一九九九年五月八日 | 3,000,000 | - | - | 3,000,000 | 0.5920 | 1 January 2002 to 9 December 2003 二零零二年一月一日至二零零三年十二月九日 | 0.78 | - |
| Simon Murray 馬世民 | 18 August 2000 二零零零年八月十八日 | - | 10,000,000 | - | 10,000,000 | 1.6200 | 18 August 2001 to 9 December 2003* 二零零一年八月十八日至二零零三年十二月九日 | 2.00 | - |

* These options can be exercised in three instalments during the period from 18 August 2001 to 18 August 2003, but not later than 9 December 2003.

* 此等認股權可由二零零一年八月十八日至二零零三年八月十八日止期間分三期行使，但不得遲於二零零三年十二月九日。

Directors' Interests in Equity (continued)

In addition to the total number of outstanding share options of 25,704,000 ordinary shares granted to the above directors, a total number of 7,100,000 outstanding share options had been granted to five employees as at 31 December 2000.

Apart from the Executive Share Option Scheme mentioned above, at no time during the year was the company or its subsidiary companies a party to any arrangement 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.

Messrs Eric T T Leung, Adolf C Y Woo and Patrick K T Lai resigned as directors of the company during the year ended 31 December 2000. Their resignation as directors of the company has no effect on the exercise terms of their outstanding share options.

The following directors beneficially own the non-voting deferred shares of HK\$0.01 each in Arnhold Investments Limited, a subsidiary of the company, at 31 December 2000:

| Name of subsidiary company 附屬公司名稱 | Name of Beneficial owner 實益持有人 | Number of non-voting deferred shares 無投票權遞延股份數目 |
|---|-----------------------------------|--|
| Arnhold Investments Limited 安利投資有限公司 | Michael John Green 米高•葛林 | 81,500,000 |
| | Simon Murray 馬世民 | 500,000 |

Save as aforesaid, no other directors of the company or their associates had any beneficial or non-beneficial interest in the share capital of the company or its subsidiaries.

董事之股本權益 (續)

本年內除授予以上董事之25,704,000股尚未行使之普通股認股權外，於二零零零年十二月三十一日，共有五名僱員獲授予合共7,100,000股認股權尚未行使。

除以上詳述之行政人員認股權計劃外，本公司及各附屬公司概無訂立任何安排，致使本公司之董事透過購入本公司或其他法人團體之股份或債券而獲得利益。

梁德堂，胡鎮宇及黎嘉得諸位先生於截至二零零零年十二月三十一日止期間內辭任本公司之董事。彼等辭任本公司董事並不影響其名下尚未行使之認股權之行使條件。

於二零零零年十二月三十一日，下列董事實益持有本公司旗下附屬公司安利投資有限公司每股面值港幣0.01元之無投票權遞延股份：

除以上披露外，本公司董事或其聯繫人等概無實益或非實益持有本公司或附屬公司之任何股本。

Substantial Shareholders

The register of substantial shareholders maintained under section 16(1) of the Securities (Disclosure of Interests) Ordinance show that as at 31 December 2000, the company had been notified of the following substantial shareholders' interests, being 10% or more of the company's issued ordinary share capital. These interests are in addition to those disclosed above in respect of the directors and chief executive.

主要股東

根據證券（披露權益）條例第16(1)條規定須予設立之主要股東登記冊顯示於二零零零年十二月三十一日，本公司已獲知會下列主要股東權益，即佔本公司已發行普通股股本10%或以上。此等權益並非上文所披露董事之權益。

| Name of shareholder 股東名稱 | Ordinary shares held 所持普通股 | Percentage of total issued shares 佔已發行股份總數百分比 |
|--|----------------------------------|---|
| Amethyst International Finance Limited | 188,160,000 | 30.6% |
| Pacific Investments (BVI) Limited | 115,260,000 | 18.7% |

Amethyst International Finance Limited is a wholly owned subsidiary of GEMS Oriental and General Fund Limited. Pacific Investments (BVI) Limited is a wholly owned subsidiary of Usaha Tegas Sdn. Bhd.

Amethyst International Finance Limited為GEMS Oriental and General Fund Limited之全資附屬公司。Pacific Investments (BVI) Limited為Usaha Tegas Sdn. Bhd.之全資附屬公司。

Management Contracts

No contracts concerning the management and administration of the whole or any substantial part of the business of the company were entered into or existed during the year.

管理合約

於本年內，本公司並無就全盤業務或其中重大部分簽訂或存有任何管理或行政合約。

Compliance with the Code of Best Practice of the Listing Rules

The company has complied throughout the year with the Code of Best Practice as set out by The Stock Exchange of Hong Kong Limited in Appendix 14 to the Listing Rules, save that non-executive directors have not been appointed for a specific term.

Audit Committee

The written terms of reference which describe the authority and duties of the audit committee were prepared and adopted with reference to "A Guide for the Formation of an Audit Committee" published by the Hong Kong Society of Accountants.

The Audit Committee provides an important link between the Board of the company and its auditors in matters coming within the scope of the group audit. It also reviews the effectiveness both of the external and internal audit and of internal controls and risk evaluation. The Committee comprises independent non-executive directors and non-executive director, namely Mr Christopher John David Clarke, Mr. V-Nee Yeh and Geoffrey Alan Spender.

Year 2000 Compliance

The group has not encountered any disruption during or since the transition of 1999 to 2000.

遵守最佳應用守則

除了非執行董事並無明確任期外，本公司在整個年度內均有遵行香港聯合交易所有限公司所頒佈《證券上市規則》附錄14所列的最佳應用守則。

審核委員會

經參考由香港會計師公會刊發的「成立核審委員會指引」後，本公司已擬備並採納說明審核委員會的職權及職責的書面責權範圍。

審核委員會就集團審計範圍內的事項擔任本公司董事會與其核數師之間的重要橋樑。此外，審核委員會亦負責檢討外部與內部審核工作，以及內部監控與風險評估等方面的效能。委員會由獨立非執行董事及非執行董事（分別為簡基華先生、葉維義先生及 Geoffrey Alan Spender先生）組成。

過渡公元二千年

本集團於一九九九年過渡至二零零零年期間並未遭遇任何干擾。

Auditors

The accounts have been audited by KPMG who retire and, being eligible, offer themselves for reappointment.

KPMG were appointed as auditors of the company in 2000 upon the retirement of PricewaterhouseCoopers. PricewaterhouseCoopers replaced Price Waterhouse in 1999 following their merger with Coopers & Lybrand.

On behalf of the Board

Simon Murray
Chairman

Hong Kong, 15 March 2001

核數師

本賬目已由畢馬威會計師事務所審核，該核數師任滿告退，惟願膺選連任。

畢馬威會計師事務所是於二零零零年獲委任接替羅兵咸永道會計師事務所擔任本公司的核數師。自羅兵咸會計師事務所與永道會計師事務所合併後，羅兵咸永道會計師事務所已於一九九九年接任核數師職位。

承董事會命

馬世民
主席

香港，二零零一年三月十五日