

The directors herein present their annual report and the audited financial statements of the Company and the Group for the year ended 31 March 2001.

## Principal Activities

The Group's principal activities during the year consisted of the production, dyeing and sale of knitted fabric and yarn, the retailing and distribution of casual apparel and accessories, the provision of repair and maintenance services for motors and generators, the trading of generators and the provision of franchise services. There was no change in the nature of the Group's principal activities during the year.

The principal activity of the Company is investment holding.

董事會謹此呈奉本公司與本集團截至二零零一年三月三十一日止年度之年報及經審核財務報表，敬祈省覽。

## 主要業務

本年度本集團之主要業務包括針織布及棉紗之產銷及整染、便服及飾物之銷售、提供汽車及發電機之維修及保養服務、銷售發電機及提供特許經營服務。本集團之業務在本年度並無轉變。

本公司之主要業務為投資控股。

## Segmental Information

The Group's turnover and profit from operating activities are predominately derived from activities in the People's Republic of China (the "PRC"), including Hong Kong.

An analysis of the Group's turnover and profit from operating activities by principal activity for the year ended 31 March 2001 is as follows :

## 分類資料

本集團營業額及經常業務溢利貢獻主要源自中華人民共和國「中國」(包括香港)之業務。

截至二零零一年三月三十一日止年度，本集團主要業務之營業額及經常業務溢利分析如下：

		Turnover		Profit from operating activities	
		營業額		經常業務溢利	
		2001	2000	2001	2000
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
By principal activity:	主要業務：				
Production, dyeing and sale of knitted fabric	針織布之產銷及整染	1,886,215	1,605,758	327,215	244,186
Production, dyeing and sale of yarn	棉紗之產銷及整染	706,385	418,796	82,804	41,568
Retailing and distribution of casual apparel and accessories	便服及飾物之零售及分銷	1,682,424	1,030,751	68,524	34,272
Repair and maintenance services for motors and generators, and trading of generators	汽車及發電機之維修保養及銷售發電機	24,787	25,247	(1,908)	(2,952)
Franchise income	特許經營收入	9,625	12,232	3,840	3,807
Total	合計	4,309,436	3,092,784	480,475	320,881

## Results and Dividends

The Group's profit for the year ended 31 March 2001 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 49 to 116.

An interim dividend of HK6.0 cents per share was paid on 12 February 2001. The directors recommend the payment of a final dividend of HK9.0 cents per share in respect of the year, to shareholders whose names appear on the register of members on 28 August 2001. This recommendation has been incorporated in the financial statements.

## Summary Financial Information

The table below summarises the results and the assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements and reclassified as appropriate.

## 業績與股息

本集團於截至二零零一年三月三十一日止年度之溢利及本公司與本集團截至該日期之業務狀況列載於第49至116頁之財務報表。

中期股息每股港幣6.0仙已於二零零一年二月十二日派發。董事會茲建議派發本年度末期股息每股港幣9.0仙予二零零一年八月二十八日名列股東名冊之股東，是項建議股息已列入財務報表。

## 財務資料概要

下表為本集團於過往五個財政年度之業績、資產與負債之概述，乃摘自已公佈之經審核財務報表及按需要重新修訂。

# Summary Financial Information (continued)

# 財務資料概要 (續)

## RESULTS

## 業績

		Year ended 31 March 截至三月三十一日止年度				
		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元	1999 HK\$'000 港幣千元	1998 HK\$'000 港幣千元	1997 HK\$'000 港幣千元
<b>TURNOVER</b>	<b>營業額</b>	<b>4,309,436</b>	3,092,784	2,725,293	2,811,580	1,805,104
<b>PROFIT FROM OPERATING ACTIVITIES</b>	<b>經常業務溢利</b>	<b>480,475</b>	320,881	248,956	315,194	295,314
Share of profit of an associate	應佔聯營公司溢利	<b>56,299</b>	30,685	12,382	6,823	—
Finance costs	財務費用	<b>(6,229)</b>	(22,963)	(51,327)	(62,037)	(32,708)
<b>PROFIT BEFORE TAX</b>	<b>除稅前溢利</b>	<b>530,545</b>	328,603	210,011	259,980	262,606
Tax	稅項	<b>(59,089)</b>	(27,011)	(19,414)	(25,804)	(17,685)
<b>PROFIT BEFORE MINORITY INTERESTS</b>	<b>未計少數股東權益前溢利</b>	<b>471,456</b>	301,592	190,597	234,176	244,921
Minority interests	少數股東權益	<b>(7,568)</b>	—	—	24,259	(623)
<b>NET PROFIT FROM ORDINARY ACTIVITIES ATTRIBUTABLE TO SHAREHOLDERS</b>	<b>股東應佔經常業務溢利淨額</b>	<b>463,888</b>	301,592	190,597	258,435	244,298

## Summary Financial Information (continued)

## 財務資料概要 (續)

### ASSETS AND LIABILITIES 資產與負債

		As at 31 March 於三月三十一日				
		2001	2000	1999	1998	1997
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
<b>TOTAL ASSETS</b>	資產總值	<b>2,540,375</b>	2,034,191	1,867,367	2,009,612	1,558,050
<b>TOTAL LIABILITIES</b>	負債總值	<b>(960,974)</b>	(723,284)	(753,238)	(1,020,387)	(741,685)
<b>MINORITY INTERESTS</b>	少數股東權益	<b>(8,046)</b>	(478)	2,522	2,600	(21,659)
<b>NET ASSETS</b>	資產淨值	<b>1,571,355</b>	1,310,429	1,116,651	991,825	794,706

### Fixed Assets and Investment Properties

### 固定資產及投資物業

Details of movements in the fixed assets and investment properties of the Group are set out in notes 11 and 12 to the financial statements, respectively.

本集團之固定資產及投資物業變動情況分別列載於財務報表附註11及12。

### Subsidiaries and Associate

### 附屬公司及聯營公司

Particulars of the Company's principal subsidiaries and the Group's associate are set out in notes 27 and 15 to the financial statements, respectively.

本公司各主要附屬公司及本集團之聯營公司之詳情已分別列載於財務報表附註27及15。

### Bank Loans and Overdrafts

### 銀行貸款及透支

The amounts of bank loans and overdrafts of the Company and the Group at 31 March 2001 are set out in notes 21 and 22 to the financial statements, respectively.

本公司及本集團於二零零一年三月三十一日之銀行貸款及透支金額分別列載於財務報表附註21、22。

## Share Capital and Share Options

Details of movements in the share capital and share options of the Company during the year and subsequent to the balance sheet date, together with the reasons therefor, are set out in note 25 to the financial statements.

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

## Reserves

Details of movements in the reserves of the Company and the Group during the year are set out in note 26 to the financial statements.

## Distributable Reserves

At 31 March 2001, the Company's reserves available for cash distribution and/or distribution in specie amounted to HK\$425,918,000. In addition, the Company's share premium account, in the amount of HK\$305,960,000 may be distributed in the form of fully paid-up bonus shares.

## Major Customers and Suppliers

In the year under review, both purchases and sales from/to the five largest suppliers/customers accounted for less than 30% of the total purchases and sales for the year.

## 股本及購股權

本公司於年內及結算日後股本及購股權變動之詳情連同有關之原因列載於財務報表附註25。

根據本公司細則或百慕達法例，並無有關本公司須按比例向現有股東配售新股之優先購股權規定。

## 儲備

本公司及本集團於本年度之儲備變動詳情列載於財務報表附註26。

## 可供分派儲備

於二零零一年三月三十一日，本公司可供作現金及／或實物分派之儲備為港幣425,918,000元。此外，本公司股本溢價賬港幣305,960,000元亦可以繳足紅股方式予以分派。

## 主要客戶及供應商

於本審核年度，五大供應商／客戶佔本年度總採購額／銷售額均不足30%。

## Major Customers and Suppliers (continued)

No directors, their associates, or shareholders which to the knowledge of the directors owned more than 5% of the Company's share capital, had any interest in the above five largest customers or suppliers.

## Directors

The directors of the Company during the year were:

### Executive Directors

Poon Bun Chak  
Poon Kai Chak  
Poon Kei Chak  
Poon Kwan Chak  
Ting Kit Chung

### Independent Non-executive Directors

Au Son Yiu  
Cheng Shu Wing

In accordance with the Company's Bye-laws, all existing directors will retire and, being eligible, will offer themselves for re-election at the forthcoming Annual General Meeting.

## Emoluments of directors and the five highest paid employees

Details of the directors' emoluments are set out in note 5 to the financial statements.

The five highest paid individuals employed by the Group during the year were all directors, details of whose remuneration are set out in note 5 to the financial statements.

## 主要客戶及供應商 (續)

各董事、彼等之聯繫人等或就董事會所知擁有本公司股本5%以上之股東並無擁有該五大客戶或供應商之任何權益。

## 董事

本年內本公司董事如下：

### 執行董事

潘彬澤  
潘佳澤  
潘機澤  
潘鈞澤  
丁傑忠

### 獨立非執行董事

區燦耀  
鄭樹榮

根據本公司細則，所有現任董事將於即將舉行之股東週年大會上退任，惟彼等符合資格並願膺選連任。

## 董事酬金及最高薪酬之五位員工

董事酬金詳情已列載於財務報表附註5。

集團最高薪酬五位員工皆為董事，有關之薪酬詳情已列載於財務報表附註5。

## Employees

As at 31 March 2001, the Group had approximately 496 employees in Hong Kong, as well as 9,151 and 462 employees in the PRC and Taiwan, respectively. The Group remunerates its employees largely based on industrial practice.

## Retirement Benefits Scheme

Details of the retirement benefits scheme of the Group and the employer's contributions charged to the profit and loss account for the year are set out in notes 2 and 4 to the financial statements, respectively.

## Directors' Service Contracts

The service contracts entered into between the Company and each of the following directors may be terminable by either party by giving not less than three months' written notice or compensation in lieu.

Poon Bun Chak  
Poon Kai Chak  
Poon Kei Chak  
Poon Kwan Chak  
Ting Kit Chung

Save as disclosed above, no director proposed for re-election at the forthcoming Annual General Meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation other than statutory compensation.

## 僱員

於二零零一年三月三十一日，本集團於香港、中華人民共和國（「中國」）及台灣，分別僱有約496、9,151及462名僱員。本集團主要按有關行業標準釐定僱員酬金。

## 退休福利計劃

本集團退休福利計劃的明細及本年度利潤損益表反映之僱主供款已分別載於財務報表附註2及4。

## 董事服務合約

本公司與下列各位董事簽訂之服務合約要求雙方於終止服務合約時，其中一方須給予三個月之書面通知或代通知補償。

潘彬澤  
潘佳澤  
潘機澤  
潘鈞澤  
丁傑忠

除上文所披露者外，本公司與建議在即將舉行之股東週年大會上重選連任之董事一概無簽訂本公司於一年內不作補償（法定賠償除外）則不可終止之服務合約。



## Directors' Interests in Contracts

Save as disclosed in note 32 to the financial statements, no director had a material interest in any contract of significance to the business of the Group to which the Company, its holding company or any of its subsidiaries was a party during the year.

## Biographical Details of Directors and Senior Management

### Executive Directors

Mr. Poon Bun Chak, aged 53, is the chairman and managing director overseeing the planning, organisation and development of the Group. He founded the Group in 1975 and has more than 26 years' experience in the textile field.

Mr. Poon Kai Chak, aged 51, is a younger brother of Mr. Poon Bun Chak. He joined the Group in 1980 and has more than 21 years' experience in the industry. He is responsible for the knitting operations of the Group.

Mr. Poon Kei Chak, aged 49, is a younger brother of Mr. Poon Bun Chak. He joined the Group on its establishment in 1975 and has more than 26 years' experience in the field. He looks after the dyeing operations and assists in the overall management of the Group.

## 董事合約權益

除財務報表附註32披露者外，各董事於年內概無在本公司、其控股公司或附屬公司所簽訂之任何重大合約中佔有重大權益。

## 董事及高級管理人員履歷

### 執行董事

潘彬澤先生，五十三歲，主席兼董事總經理，負責監督本集團之規劃、組織及發展。彼於一九七五年創辦本集團，擁有逾二十六年紡織業經驗。

潘佳澤先生，五十一歲，潘彬澤先生之胞弟。彼於一九八零年加入本集團，擁有逾二十一年本行業經驗，負責管理本集團織布業務。

潘機澤先生，四十九歲，潘彬澤先生之胞弟。彼於一九七五年本集團創立時加入本集團，擁有逾二十六年紡織業經驗，負責管理整染業務及協助管理本集團一般業務。



## Executive Directors (continued)

Mr. Poon Kwan Chak, aged 55, is the elder brother of Mr. Poon Bun Chak. He joined the Group in 1976 and has more than 25 years' related experience. He is responsible for the Group's merchandising and sales management.

Mr. Ting Kit Chung, aged 45, is responsible for the general administration and financial management of the Group. He joined the Group in 1991 and has more than 10 years' banking experience. He holds a Bachelor of Arts degree from the University of Hong Kong.

## Independent Non-executive Directors

Mr. Au Son Yiu, aged 56, is a registered investment adviser and has extensive experience in the securities industry. He is a dealing director of Realink Securities Limited, a director of China Point Stock Brokers Limited and I & P Securities Limited, a consultant to Dao Heng Securities Limited, and a non-executive director for several public companies listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). In addition, he is an ex-deputy chairman of the Hong Kong Securities Clearing Company Limited (1992–1994) and an ex-council member of the Stock Exchange (1988–1994).

Mr. Cheng Shu Wing, aged 51, is a director of Worldvest Capital Limited. He holds a Bachelor of Business Administration degree from the Chinese University of Hong Kong and has more than 25 years' experience in the banking and securities industries in Hong Kong.

## 執行董事 (續)

潘鈞澤先生，五十五歲，潘彬澤先生之胞兄。彼於一九七六年加入本集團，擁有逾二十五年本業務經驗，負責管理採購及銷售業務。

丁傑忠先生，四十五歲，負責行政及財務管理。彼於一九九一年加入本集團，擁有逾十年銀行業經驗。彼持有香港大學文學士學位。

## 獨立非執行董事

區樂耀先生，五十六歲，註冊投資顧問，有豐富證券業經驗。彼為匯訊數碼證券有限公司之交易董事，亦為中方證券有限公司、慶昌証券有限公司之董事及道亨證券有限公司之顧問，並擔任若干在香港聯合交易所有限公司（「聯交所」）上市之公眾公司非執行董事。此外，彼為香港中央結算有限公司（一九九二年至一九九四年）前任副主席與聯交所（一九八八年至一九九四年）前任理事。

鄭樹榮先生，五十一歲，寶盛融資有限公司董事，彼持有香港中文大學工商管理學士學位。有逾二十五年香港銀行業及證券業經驗。

## Senior Management

Mr. Chan Min, aged 46, is a director of the Group's retail operations. He is a graduate of Hong Kong Polytechnic (now Hong Kong Polytechnic University) and is a member of the British Computer Society. Prior to joining the Group in 1996, Mr. Chan had more than 13 years' experience as a business and management information consultant in the retail industry.

Mr. Chan Chi Hon, aged 39, joined the Group in 1997 and is the Group's financial controller and company secretary. Mr. Chan holds a master's degree in commerce from the University of New South Wales, Australia, and is a fellow member of the Hong Kong Society of Accountants and a certified practising accountant of the CPA Australia. He has more than 14 years' experience in auditing and accounting.

Mr. Chau Kuen Kai, aged 43, is a factory manager of the knitting operations of the Group. He joined the Group in 1979 and has more than 21 years' experience in the knitting industry.

Mr. Fung Wai Lun, aged 44, is a director of the Group's retail operations. Before joining the Group in 1996, Mr. Fung had more than 20 years' experience in the retailing industry.

Mr. Hon Siu Kit, aged 41, is an associate director of Nice Dyeing Factory Limited, a subsidiary of the Group engaged in the sale of finished knitted fabric. He joined the Group in 1993 and has more than 23 years' experience in the textile industry.

Ms. Leung Mei Yin, aged 36, is an associate director of Nice Dyeing Factory Limited, a subsidiary of the Group engaged in the sale of finished knitted fabric. She joined the Group in 1990 and has more than 15 years' experience in the textile industry.

## 高級管理人員

陳勉先生，四十六歲，本集團零售業務之董事。彼於香港理工學院（現稱香港理工大學）畢業，為英國電腦學會會員。於一九九六年加入本集團前，陳先生曾從事零售業之業務及資訊顧問超過十三年。

陳志漢先生，三十九歲，本集團財務總監兼公司秘書。彼於一九九七年加入本集團。彼持有澳洲新南威爾斯大學商科碩士學位，並為香港會計師公會及澳洲會計師公會會員，具有超過十四年的核數與會計經驗。

周權佳先生，四十三歲，本集團針織業務工廠經理。彼於一九七九年加入本集團，擁有超過二十一年針織業經驗。

封偉倫先生，四十四歲，本集團零售業務董事。於一九九六年加入本集團之前，已具有超過二十年零售業經驗。

韓少傑先生，四十一歲，本集團從事針織布銷售之永佳染廠有限公司業務董事。彼於一九九三年加入本集團，擁有超過二十三年紡織業經驗。

梁美賢小姐，三十六歲，本集團從事針織布銷售之永佳染廠有限公司業務董事。彼於一九九零年加入本集團，擁有超過十五年紡織業經驗。

## Senior Management (continued)

Mr. Ling Man, aged 48, is a factory manager of the yarn dyeing operations of the Group. He joined the Group in 1998 and has more than 25 years' experience in the dyeing and finishing industry.

Mr. Liu Ying Che, aged 36, is a factory manager of the fabric dyeing operations of the Group. He joined the Group in 1989 and has more than 17 years' experience in the dyeing and finishing industry.

Mr. Ting Kit Hung, aged 49, is a director and chief executive of the Group's motor and generator services operations in the PRC. Mr. Ting is an associate member of the Institute of Motor Industry, the Chartered Institute of Transport and the British Institute of Management. He also holds a Master of Business Administration degree from the University of East Asia, Macau. He joined the Group in 1995 and has more than 31 years' experience in the motor industry. He is the elder brother of Mr. Ting Kit Chung.

Mr. Wong Tung Yiu, aged 46, is an associate director and general manager of Nice Dyeing Factory Limited, a subsidiary of the Group engaged in the sale of finished knitted fabric. He joined the Group in 1994 and has more than 27 years' experience in the textile industry.

## 高級管理人員 (續)

凌文先生，四十八歲，本集團染紗業務部工廠經理。於一九九八年加入本集團，擁有超過二十五年整染業經驗。

廖英智先生，三十六歲，本集團染布及整理業務工廠經理。彼於一九八九年加入本集團，擁有超過十七年整染業經驗。

丁傑雄先生，四十九歲，本集團在中國汽車及發電機維修部董事兼行政總裁。彼為英國汽車工業學會、英國特許運輸學會及英國管理學會會員，亦擁有澳門東亞大學工商管理碩士學位。彼於一九九五年加入本集團，擁有逾三十一年汽車維修業經驗。彼為丁傑忠先生之長兄。

王東耀先生，四十六歲，本集團從事針織布銷售之永佳染廠有限公司業務董事兼總經理。彼於一九九四年加入本集團，擁有超過二十七年紡織業經驗。

## Directors' Interests in Share Capital

At 31 March 2001, the interests of the directors and their associates in the share capital of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 29 of the Securities (Disclosure of Interests) Ordinance ("SDI Ordinance"), were as follows:

## 董事之股本權益

二零零一年三月三十一日，根據證券（公開權益）條例（「公開權益條例」）第29條規定而由本公司置存之股東名冊所記錄各董事及其聯繫人等所擁有之本公司及各聯營公司之股本權益如下：

		Number of shares held and nature of interest				
		持有本公司股份數目及權益性質				
Name of director	董事姓名	Personal interests	Family interests	Corporate interests	Total	
		個人權益	家族權益	公司權益	合計	
Poon Bun Chak	潘彬澤	Note	33,720,000	234,800,104	571,200,000	839,720,104
Poon Kai Chak	潘佳澤	附註	6,502,800	—	—	6,502,800
Poon Kei Chak	潘機澤		27,377,200	—	—	27,377,200
Poon Kwan Chak	潘鈞澤		9,442,800	—	—	9,442,800
Ting Kit Chung	丁傑忠		6,500,000	—	—	6,500,000
Au Son Yiu	區樂耀		400,000	—	—	400,000
Cheng Shu Wing	鄭樹榮		300,000	—	—	300,000
			84,242,800	234,800,104	571,200,000	890,242,904

Note: 234,800,104 shares are owned by Farrow Star Limited, which is wholly-owned by Perfection Inc. as trustee for The Evergreen Trust, a discretionary trust, the objects of which include the family members of Mr. Poon Bun Chak. These shares are held as family interests under the SDI Ordinance.

571,200,000 shares are owned by Giant Wizard Corporation in which Farrow Star Limited has an 87.51% equity interest, and are held as corporate interests under the SDI Ordinance. A 12.4% interest in Giant Wizard Corporation is owned by Mr. Poon Kai Chak, Mr. Poon Kei Chak and Mr. Poon Kwan Chak.

附註：234,800,104股股份由 Farrow Star Limited 持有，而 Perfection Inc. 則以 The Evergreen Trust 之信托人身份完全擁有 Farrow Star Limited，該全權信託之受益人包括潘彬澤先生之家族成員。根據公開權益條例，該等股份屬於以家族權益持有。

571,200,000股股份由 Farrow Star Limited 擁有 87.51%股本權益之 Giant Wizard Corporation 擁有，根據公開權益條例，屬於以公司權益持有。Giant Wizard Corporation 之 12.4%權益由潘佳澤先生、潘機澤先生及潘鈞澤先生擁有。

## Directors' Interests in Share Capital

(continued)

Save as disclosed above, none of the directors, or their respective spouses or children under 18 years of age or any of the chief executives or their associates, had any personal, family, corporate or other interests in the share capital of the Company or any of its associated corporations, as defined in the SDI Ordinance.

## Directors' Rights to Acquire Shares

Apart from the share option scheme as detailed below under the heading "Share Option Scheme" and in note 25 to the financial statements, at no time during the year was the Company or any of its subsidiaries a party to any arrangement to enable the Company's directors, their respective 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.

## Substantial Shareholders

At 31 March 2001, no person, other than Mr. Poon Bun Chak, whose interests are set out above, had any interest in the share capital of the Company that was required to be recorded under Section 16(1) of the SDI Ordinance.

## 董事之股本權益 (續)

除上文所披露者外，本公司各董事或任何董事或主要行政人員之配偶或十八歲以下之子女或其聯繫人等概無以個人、家族、公司或其他權益方式擁有本公司或任何聯營公司(定義見公開權益條例)之股本權益。

## 董事之購股權利

除在標題「購股權計劃」下及財務報表附註25所述之購股權計劃外，於本年度任何時間內，本公司或各附屬公司概無訂立任何安排致使本公司董事或其配偶或十八歲以下之子女可藉收購本公司或任何其法人團體之股份或債券而獲益。

## 主要股東

於二零零一年三月三十一日，除潘彬澤先生擁有前述之權益外並無其他人士擁有本公司之股本權益，而根據公開權益條例第16(1)條規定須予記錄。

## Purchase, Redemption or Sale of Listed Securities

Apart from the particulars of the repurchases of shares by the Company as set out in note 25 to the financial statements, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year.

Particulars of the repurchases of shares by the Company after the year end are set out in note 25 to the financial statements.

## Connected Transactions

As at 31 March 2001, Nice Dyeing Factory Limited, a wholly-owned subsidiary of the Company, provided advances of HK\$297,291,000 to Baleno Kingdom Limited, a non-wholly-owned subsidiary of the Company, at prime rate minus 1.25% per annum. The advances are unsecured and have no fixed terms of repayment. The principal purpose of these advances is to finance the non-wholly-owned subsidiary's operations.

Subsequent to the balance sheet date, Baleno Kingdom Ltd. repaid partially the above advances mainly by bank borrowings. On 18 July 2001, the above advances were reduced to HK\$230,888,000.

## 購入、贖回或出售上市證券

除載於財務報表附註25之購回本公司股份明細外，本公司及其附屬公司於本年度內概無購回、贖回或出售任何本公司的上市證券。

於結算後，本公司購回本公司股份之明細已列載於財務報表附註25。

## 關連交易

於二零零一年三月三十一日，本公司之全資附屬公司永佳染廠有限公司向本公司非全資擁有附屬公司班尼路有限公司提供貸款，金額為港幣297,291,000元，年利息為最優惠利息減1.25%，有關貸款並無抵押、無固定還款期，貸款主要作為非全資附屬公司之營運資金。

於年結日後，班尼路有限公司主要以銀行貸款清還部分以上欠款。於二零零一年七月十八日，以上欠款已減至港幣230,888,000元。

## Share Option Scheme

On 15 July 1992, the Company adopted a share option scheme, the details of which are set out in note 25 to the financial statements. Details of options granted in prior years to the directors under this scheme are as follows:

## 購股權計劃

於一九九二年七月十五日，本公司採納購股權計劃，有關詳情列載於財務報表附註25。本年度之前根據此計劃所授予董事之購股權之詳細資料如下：

Name of director 董事名稱		Number of share options		Number of share options exercised	
		outstanding at 31 March 2000 在二零零零年 三月三十一日 購股權數目	Number of share options exercised during the year 在年內已行使 的購股權數目	outstanding at 31 March 2001 在二零零一年 三月三十一日 購股權數目	from 1 April to 18 July 2001 在二零零一年 四月一日至 七月十八日 已行使的 購股權數目
Poon Bun Chak	潘彬澤	29,000,000	—	29,000,000	—
Poon Kai Chak	潘佳澤	8,300,000	—	8,300,000	(1,000,000)
Poon Kei Chak	潘機澤	10,600,000	—	10,600,000	—
Poon Kwan Chak	潘鈞澤	3,300,000	—	3,300,000	—
Ting Kit Chung	丁傑忠	8,100,000	(2,000,000)	6,100,000	(3,100,000)
Au Son Yiu	區榮耀	200,000	(200,000)	—	—
Cheng Shu Wing	鄭樹榮	200,000	(200,000)	—	—
		59,700,000	(2,400,000)	57,300,000	(4,100,000)



## Audit Committee

Pursuant to the Code of Best Practice, as set out in Appendix 14 of the Listing Rules of the Stock Exchange, the Company established an Audit Committee (the "Committee") on 15th March 1999. The members of the Committee comprise the two independent non-executive directors of the Group, Mr. Au Son Yiu and Mr. Cheng Shu Wing.

The terms of reference and duties have been laid down as a guideline for the Committee. The principal duties of the Committee include the review and supervision of the financial reporting process and internal controls. During the year, the Committee held two meetings to review the internal controls and annual results and provide recommendations to the board of directors.

## Code of Best Practice

In the opinion of the directors, the Company complied with the Code of Best Practice, as set out in Appendix 14 of the Listing Rules of the Stock Exchange, throughout the accounting period covered by the annual report.

## 審核委員會

本公司遵照聯交所的《證券上市規則》附錄十四所載之《最佳應用守則》，於一九九九年三月十五日成立審核委員會（「委員會」），其成員包括本公司之兩位獨立非執行董事，分別為區樂耀先生及鄭樹榮先生。

委員會備有明確之條文及職責細則作指引。委員會之主要職責包括審核本公司之財務報告及內部監控制度。於本年度內，已進行過兩次會議，審核公司之內部監控制度及財務報告，並向董事會提交意見。

## 最佳應用守則

董事會認為，本公司於本年報所述之會計期間均遵守根據聯交所《證券上市規則》附錄十四指引所載之《最佳應用守則》。

## Auditors

Ernst & Young retire and a resolution for their re-appointment as auditors of the Company will be proposed at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD

**Poon Bun Chak**

*Chairman*

Hong Kong, 18 July 2001

## 核數師

安永會計師事務所任滿告退，惟本公司將於應屆股東周年大會上提呈續聘該核數師之決議案。

承董事會命

主席

**潘彬澤**

香港，二零零一年七月十八日