

董事及主要行政人員於證券之權益

根據證券(披露權益)條例(「披露權益條例」)第29條規定須予保存之名冊所載，各董事及彼等之聯繫人士及主要行政人員於結算日在本公司之股本或債務證券擁有之實益權益及認購權如下：

(i) 於本公司股份之權益

姓名

張舜堯
馮潮澤
黎德正
錢永勛

附註：

- (1) 該等股份分別由黎德正及張舜堯共同控制之Power Link Investments Limited與Easternfunds Limited持有171,237,000股及33,519,200股，以及由張舜堯控制之Grand Thunder Limited及Long Billion International Limited持有20,728,000股及8,448,000股。
- (2) 該等股份分別由黎德正及張舜堯共同控制之Power Link Investments Limited與Easternfunds Limited持有171,237,000股及33,519,200股。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SECURITIES

At the balance sheet date, the beneficial interests of the directors and their associates and the chief executives in the equity or debt securities of the Company and their rights to subscribe thereto, as recorded in the register required to be kept under Section 29 of the Securities (Disclosure of Interests) Ordinance ("SDI Ordinance"), were as follows:

(i) Interests in shares of the Company

普通股股數及權益性質
Number of ordinary shares
and nature of interest

個人權益	家族權益	公司權益
Personal interests	Family interests	Corporate interests
Cheung Francis	27,622,600	—
Fung Chiu Chak, Victor	2,523,600	—
Lai Henry	15,953,665	3,267,000
Chien David	96,521,020	—

Notes:

- (1) 171,237,000 shares and 33,519,200 shares were held by Power Link Investments Limited and Easternfunds Limited, respectively, which were both controlled by Lai Henry and Cheung Francis. 20,728,000 shares and 8,448,000 shares were held by Grand Thunder Limited and Long Billion International Limited respectively, which were both controlled by Cheung Francis.
- (2) 171,237,000 shares and 33,519,200 shares were held by Power Link Investments Limited and Easternfunds Limited, respectively, which were both controlled by Lai Henry and Cheung Francis.

董事及主要行政人員於證券之權益 (續)

(ii) 於附屬公司股份之權益

姓名

馮潮澤：

泰昇工程服務有限公司

泰昇建築工程有限公司

除上文所披露者外，各董事或彼等之聯繫人士或主要行政人員概無於本公司或其任何聯繫公司 (按披露權益條例之定義) 之股本或債務證券中擁有任何實益或非實益權益。

董事及主要行政人員認購股份或債券之權利

於結算日，本公司下列董事持有下述本公司之購股權：

姓名

張舜堯

馮潮澤

錢永勛

郭敏慧

以上購股權乃根據股東於二零零零年九月二十七日批准之本公司購股權計劃 (「購股權計劃」) 而於二零零一年三月二十一日授出，該等購股權賦予持有人於二零零二年四月一日至二零零四年三月三十一日期間，以每股0.20港元之價格，認購本公司每股面值0.10港元之普通股9,000,000股。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SECURITIES (Cont'd)

(ii) Interests in shares of subsidiaries

Name

Fung Chiu Chak, Victor:

Tysan Engineering Company Limited

Tysan Building Construction Company Limited

Save as disclosed above, none of the directors or their associates or the chief executives had any beneficial or non-beneficial interest in the equity or debt securities of the Company or any of its associated corporations as defined by the SDI Ordinance.

DIRECTORS' AND CHIEF EXECUTIVES' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At the balance sheet date, the following directors of the Company held share options of the Company as stated below:

Name

Cheung Francis

Fung Chiu Chak, Victor

Chien David

Kwok Jennifer

The above options were granted on 21 March 2001 pursuant to the Company's share option scheme as approved by the shareholders on 27 September 2000 (the "Share Option Scheme"), which entitle the holders to subscribe for 9,000,000 ordinary shares of the Company of HK\$0.10 each at a price of HK\$0.20 per share during the period from 1 April 2002 to 31 March 2004.

個人權益
每股面值1港元
之股份數目

Personal interests
Number of shares
of HK\$1 each

800

350,000

購股權數目

Number of share options

3,000,000

3,000,000

1,500,000

1,500,000

董事及主要行政人員認購股份或債券之權利 (續)

除前述者外，本公司附屬公司之若干名董事於二零零一年三月二十一日獲授予購股權計劃項下之本公司購股權合共4,100,000份，該等購股權賦予董事於二零零二年四月一日至二零零四年三月三十一日期間，以每股0.20港元之價格，認購本公司每股面值0.10港元之普通股4,100,000股。

本公司董事馮潮澤及本公司附屬公司一名董事在以往獲授之2,400,000份及1,200,000份購股權，於本年度因舊有購股權計劃屆滿而失效。

於本年度，董事或主要行政人員概無行使購股權。

有關本公司購股權之詳情載於財政報告附註30。

除上述者外，於本年度內任何時間，本公司或其任何附屬公司概無參與訂立可令本公司董事或彼等之配偶或未滿十八歲子女，或主要行政人員，藉購入本公司或任何其他法人團體之股份或債券而獲得利益之任何安排。

董事於合約之權益

除下文「關連交易」一節所披露者外，於本年度，概無任何董事在任何涉及本公司或其任何附屬公司而與本公司業務有關之重大合約中直接或間接佔有實益權益。

購買、贖回或出售本公司之上市證券

於本年度，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

DIRECTORS' AND CHIEF EXECUTIVES' RIGHTS TO ACQUIRE SHARES OR DEBENTURES (Cont'd)

Apart from the foregoing, certain directors of the Company's subsidiaries were granted an aggregate of 4,100,000 share options of the Company on 21 March 2001 under the Share Option Scheme, which entitle them to subscribe for 4,100,000 ordinary shares of the Company of HK\$0.10 each at a price of HK\$0.20 per share during the period from 1 April 2002 to 31 March 2004.

During the year, 2,400,000 and 1,200,000 share options previously granted to the Company's director, Fung Chiu Chak, Victor and a director of a subsidiary of the Company, respectively, lapsed upon expiry of the previous option scheme.

No share options were exercised by the directors or chief executives during the year.

Further details of the Company's share options are set out in note 30 to the financial statements.

Apart from the foregoing, 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, or their respective spouse or children under 18 years of age, or chief executives, to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed below in the section headed "Connected transactions", no director had a beneficial interest, either direct or indirect, in any contract of significance to the business of the Company to which the Company or any of its subsidiaries was a party during the year.

PURCHASE, REDEMPTION OR SALE OF THE COMPANY'S LISTED SECURITIES

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

關連交易

本年度，本公司擁有50%權益之附屬公司泰昇建築工程有限公司（「泰昇建築」）將為數約15,800,000港元之建築工程分包予本公司擁有70%權益之附屬公司泰昇工程（香港）有限公司（「泰昇工程（香港）」）。本公司董事馮潮澤分別於泰昇建築及泰昇工程（香港）擁有35%及8%之股權。因此，根據香港上市規則，上述兩間附屬公司進行之交易均構成本公司之關連交易。

該等交易乃在該等公司日常業務範圍內及按協議條款及一般商業條款，並無超過香港聯交所授予豁免所規定之上限金額。該等交易已經獨立非執行董事審閱，且已取得本公司董事局之批准。

主要股東

於結算日，以下股東已知會本公司，彼等持有本公司已發行股本之10%或以上直接或間接權益：

名稱

Power Link Investments Limited
錢永勛

此項股權已於上文所披露之「董事及主要行政人員於證券之權益」一節說明。

除本公司董事、張舜堯、馮潮澤、黎德正及錢永勛外，概無任何人士（上文已載述其權益之本公司董事除外）已登記擁有本公司股本中須根據證券（披露權益）條例第16(1)條予以記錄之權益。

優先購買權

本公司之公司細則或百慕達法律均無有關本公司須按比例向現有股東發行新股之優先購買權之規定。

CONNECTED TRANSACTIONS

During the year, Tysan Building Construction Company Limited (“Tysan Building Construction”), a 50%-owned subsidiary of the Company subcontracted building works of approximately HK\$15.8 million to Tysan Engineering (HK) Company Limited (“Tysan Engineering”), a 70%-owned subsidiary of the Company. Fung Chiu Chak, Victor, a director of the Company, has an equity interest of 35% and 8% in Tysan Building Construction and Tysan Engineering, respectively. As a result, the transactions between the above two subsidiaries constituted connected transactions for the Company under the Hong Kong Listing Rules.

These transactions were entered into by the companies in the ordinary and usual course of business in accordance with the terms of the agreements, conducted on normal commercial terms and did not exceed the cap amount as prescribed in the waiver granted by the Stock Exchange of Hong Kong. These transactions had been reviewed by the independent non-executive directors and received approval from the Company’s board of directors.

SUBSTANTIAL SHAREHOLDERS

At the balance sheet date, the following shareholders had notified the Company of a direct or indirect interest in 10% or more of the issued share capital of the Company:

Name	所持股份數目 Number of shares held
Power Link Investments Limited	171,237,000 [#]
Chien David	96,521,020 [#]

The shareholdings are duplicated in the section headed “Directors’ and chief executives’ interests in securities” disclosed above.

Apart from the foregoing, no person, other than Cheung Francis, Fung Chiu Chak, Victor, Lai Henry and Chien David, who are directors of the Company and whose interests are set out above, had registered an interest in the share capital of the Company that was required to be recorded under Section 16(1) of the Securities (Disclosure of Interests) Ordinance.

PRE-EMPTIVE RIGHTS

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

最佳應用守則

董事局認為，本公司於本年報所涵蓋之會計期間內一直遵守香港聯合交易所有限公司上市規則附錄十四所載之最佳應用守則，惟本公司之獨立非執行董事並無指定任期，彼等須根據本公司之公司細則於本公司之股東週年大會輪流告退及重選連任。

核數師

安永會計師事務所任滿告退，有關續聘其為本公司核數師之決議案，將於即將召開之股東週年大會上提呈。

承董事局命

張舜堯

主席

香港

二零零一年七月十八日

CODE OF BEST PRACTICE

In the opinion of the directors, the Company has complied with the Code of Best Practice as set out in Appendix 14 of the Listing Rules of the Stock Exchange of Hong Kong Limited throughout the accounting period covered by the annual report, except that the independent non-executive directors of the Company were not appointed for specific terms. Independent non-executive directors are subject to retirement by rotation and re-election at the annual general meeting of the Company, in accordance with the provisions of the Company's bye-laws.

AUDITORS

Ernst & Young retire and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming annual general meeting.

BY ORDER OF THE BOARD

Cheung Francis

Chairman

Hong Kong

18 July 2001