

# Report of the Directors 董事會報告

The directors present their report and the audited financial statements of the Company and the Group for the year ended 31 March 2002.

## 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 accessory, the provision of franchise services, the provision of repair and maintenance services for motors and generators, and trading of generators. There were no significant changes in the nature of the Group's principal activities during the year.

The principal activity of the Company is investment holding.

## Segment Information

An analysis of the Group's turnover and contribution to results by principal activity and geographical area of operations for the year ended 31 March 2002 is set out in note 4 to the financial statements.

## Results and Dividends

The Group's profit for the year ended 31 March 2002 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 45 to 124.

董事會謹此呈奉本公司與本集團截至二零零二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、提供特許經營服務、提供汽車及發電機之維修及保養服務及銷售發電機。本集團之業務性質在本年度並無重大轉變。

本公司之主要業務為投資控股。

## 分類資料

截至二零零二年三月三十一日止年度，本集團按主要業務及地域劃分之營業額及業績貢獻分析列載於財務報表附註4。

## 業績與股息

本集團於截至二零零二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45至124頁之財務報表。

### Results and Dividends (continued)

An interim dividend of HK8.0 cents per ordinary share was paid on 8 February 2002. The directors recommend the payment of a final dividend of HK12.0 cents per ordinary share in respect of the year, to shareholders on the register of members on 27 August 2002. This recommendation has been incorporated in the financial statements as an allocation of retained profits within capital and reserves in the balance sheet. Further details of this accounting treatment are set out in note 11 to the financial statements.

### Summary Financial Information

A summary of the published results and of the assets, liabilities and minority interests of the Group for the last five financial years, as extracted from the published audited financial statements and reclassified as appropriate, is set out below. The amounts for each year in the five year summary have been adjusted for the effects of the retrospective changes in accounting policy affecting dividends as detailed in note 2 to the financial statements.

### 業績與股息 (續)

中期股息每股港幣8.0仙已於二零零二年二月八日派發。董事會茲建議派發本年度末期股息每股港幣12.0仙予二零零二年八月二十七日名列股東名冊之股東，是項建議股息已列入本財務報表，亦即於資產負債表的資本及儲備賬中撥出保留溢利，詳細會計處理已載於財務報表附註11。

### 財務資料概要

下表為本集團於過往五個財政年度之已公佈業績、資產、負債與少數股東權益之概述，乃摘自己公佈之經審核財務報表及按需要重新分類。由於有追溯影響之會計政策——股息之轉變，過往五年之每年金額已被修訂，詳細已載於財務報表附註2。

# Report of the Directors 董事會報告 (continued 續)

## 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				
		2002 HK\$'000 港幣千元	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
<b>TURNOVER</b>	<b>營業額</b>	<b>4,720,333</b>	4,309,436	3,092,784	2,725,293	2,811,580
<b>PROFIT FROM OPERATING ACTIVITIES</b>	<b>經常業務溢利</b>	<b>531,418</b>	480,475	320,881	248,956	315,194
Share of profit of an associate	應佔聯營公司 溢利	<b>62,157</b>	56,299	30,685	12,382	6,823
Finance costs	財務費用	<b>(5,770)</b>	(6,229)	(22,963)	(51,327)	(62,037)
<b>PROFIT BEFORE TAX</b>	<b>除稅前溢利</b>	<b>587,805</b>	530,545	328,603	210,011	259,980
Tax	稅項	<b>(29,501)</b>	(59,089)	(27,011)	(19,414)	(25,804)
<b>PROFIT BEFORE MINORITY INTERESTS</b>	<b>未計少數股東 權益前溢利</b>	<b>558,304</b>	471,456	301,592	190,597	234,176
Minority interests	少數股東權益	<b>(28,197)</b>	(7,568)	—	—	24,259
<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>530,107</b>	463,888	301,592	190,597	258,435

# Report of the Directors 董事會報告 (continued 續)

## Summary Financial Information (continued)

## 財務資料概要 (續)

### ASSETS, LIABILITIES AND MINORITY INTERESTS

### 資產、負債與 少數股東權益

		As at 31 March 於三月三十一日				
		2002 HK\$'000 港幣千元	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
			(Restated) (經修訂)	(Restated) (經修訂)	(Restated) (經修訂)	(Restated) (經修訂)
<b>TOTAL ASSETS</b>	<b>資產總值</b>	<b>2,793,575</b>	2,540,375	2,034,191	1,867,367	2,009,612
<b>TOTAL LIABILITIES</b>	<b>負債總值</b>	<b>(731,945)</b>	(846,071)	(646,669)	(714,876)	(985,222)
<b>MINORITY INTERESTS</b>	<b>少數股東權益</b>	<b>(36,971)</b>	(8,046)	(478)	2,522	2,600
		<b>2,024,659</b>	1,686,258	1,387,044	1,155,013	1,026,990

### Fixed Assets and Investment Properties

Details of movements in the fixed assets and investment properties of the Group during the year are set out in notes 13 and 14 to the financial statements, respectively.

### Share Capital and Share Options

Details of movements in the share capital and share options of the Company during the year, together with the reasons therefor, are set out in note 26 to the financial statements.

### 固定資產及投資物業

本集團於本年度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13及14。

### 股本及購股權

本公司於年內股本及購股權變動之詳情及有關原因列載於財務報表附註26。

### Pre-emptive Rights

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.

### Purchase, Redemption or Sale of Listed Securities of the Company

During the year, the Company repurchased certain of its shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and these shares were subsequently cancelled by the Company. Further details of these transactions are set out in note 26 to the financial statements.

Except as disclosed above, neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year.

### Reserves

Details of movements in the reserves of the Company and the Group during the year are set out in note 27 to the financial statements.

### Distributable Reserves

At 31 March 2002, the Company's reserves available for cash distribution and/or distribution in specie amounted to HK\$584,752,000. In addition, the Company's share premium account, in the amount of HK\$331,168,000, may be distributed in the form of fully paid-up bonus shares.

### 優先認購權

本公司之細則及百慕達之法例概無要求本公司須按現有股東持股比例出售新股的優先認購權條文。

### 購入、贖回或出售本公司上市證券

於本年內，本公司曾於香港聯合交易所有限公司（「聯交所」）購回部份本公司股份，該等股份亦隨即被註銷。該等交易明細已載於財務報表附註26。

除以上披露外，本公司及任何附屬公司於年內概無購入、贖回或出售任何本公司之上市證券。

### 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表附註27。

### 可供分派儲備

於二零零二年三月三十一日，本公司可供作現金及／或實物分派之儲備為港幣584,752,000元。此外，本公司股本溢價賬港幣331,168,000元亦可以繳足紅股方式予以分派。

## Major Customers and Suppliers

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

## Directors

The directors of the Company during the year were:

### Executive Directors

Poon Bun Chak (*Chairman and Managing Director*)  
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.

## 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%。

## 董事

本年內本公司董事如下：

### 執行董事

潘彬澤 (主席兼董事總經理)  
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。

### 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.

### Directors' Interests in Contracts

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.

### 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，其中一方須給予不少於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。

### 董事合約權益

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。



## Biographical Details of Directors and Senior Management

### Executive Directors

Mr. Poon Bun Chak, aged 54, is the chairman and managing director overseeing the planning and development of the Group. He founded the Group in 1975 and has more than 27 years' experience in the textile field.

Mr. Poon Kai Chak, aged 52, is a younger brother of Mr. Poon Bun Chak. He joined the Group in 1980 and has more than 22 years' experience in the industry. He is responsible for the knitting operation of the Group.

Mr. Poon Kei Chak, aged 50, is a younger brother of Mr. Poon Bun Chak. He joined the Group on its establishment in 1975 and has more than 27 years' experience in the field. He looks after the dyeing operation and assists in the overall management of the Group.

Mr. Poon Kwan Chak, aged 56, is the elder brother of Mr. Poon Bun Chak. He joined the Group in 1976 and has more than 26 years' related experience. He is responsible for the Group's merchandising and sales management.

Mr. Ting Kit Chung, aged 46, 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.

## 董事及高級管理人員履歷

### 執行董事

潘彬澤先生，五十四歲，主席兼董事總經理，負責監督本集團之規劃及發展。彼於一九七五年創辦本集團，擁有逾二十七年紡織業經驗。

潘佳澤先生，五十二歲，潘彬澤先生之胞弟。彼於一九八零年加入本集團，擁有逾二十二年本行業經驗，負責管理本集團織布業務。

潘機澤先生，五十歲，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，擁有逾二十七年紡織業經驗，負責管理整染業務及協助管理本集團一般業務。

潘鈞澤先生，五十六歲，潘彬澤先生之胞兄。彼於一九七六年加入本集團，擁有逾二十六年有關業務經驗，負責管理本集團採購及銷售業務。

丁傑忠先生，四十六歲，負責本集團行政及財務管理。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。



## Biographical Details of Directors and Senior Management (continued)

### Independent Non-executive Directors

Mr. Au Son Yiu, aged 57, 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. In addition, he is a former deputy chairman of The Hong Kong Securities Clearing Company Limited (1992–1994) and a former council member of the Stock Exchange (1988–1994).

Mr. Cheng Shu Wing, aged 52, 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 26 years' experience in the banking and securities industries in Hong Kong.

### Senior Management

Mr. Chan Min, Samuel, aged 47, is a director of the Group's retail operation. He holds a master's degree in business administration from the Northwestern University and Hong Kong University of Science and Technology. He is a member of the British Computer Society. Prior to joining the Group in 1996, Mr. Chan had over 13 years' experience in retail operation and MIS management.

## 董事及高級管理人員履歷 (續)

### 獨立非執行董事

區樂耀先生，五十七歲，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前任副主席（一九九二年至一九九四年）與聯交所前任理事（一九八八年至一九九四年）。

鄭樹榮先生，五十二歲，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。有逾二十六年香港銀行業及證券業經驗。

### 高級管理人員

陳勉先生，四十七歲，本集團零售業務之董事。彼持有美國西北大學及香港科技大學合作的工商管理碩士學位。彼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科技管理超過十三年。

**Biographical Details of Directors and Senior Management** (continued)

**Senior Management** (continued)

Mr. Chan Chi Hon, aged 40, 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 15 years' experience in auditing and accounting.

Mr. Chau Kuen Kai, aged 44, is a factory manager of the knitting operation of the Group. He joined the Group in 1979 and has more than 22 years' experience in the knitting industry.

Mr. Fung Wai Lun, Daniel, aged 45, is a director of the Group's retail operation. Before joining the Group in 1996, Mr. Fung had more than 20 years' experience in the retailing industry.

Mr. Hon Siu Kit, aged 42, 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 24 years' experience in the textile industry.

Ms. Leung Mei Yin, aged 37, 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 16 years' experience in the textile industry.

**董事及高級管理人員履歷 (續)**

**高級管理人員 (續)**

陳志漢先生，四十歲，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資深會員及澳洲會計師公會會員，具有超過十五年的核數與會計經驗。

周權佳先生，四十四歲，本集團針織業務工廠經理。彼於一九七九年加入本集團，擁有超過二十二年針織業經驗。

封偉倫先生，四十五歲，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，四十二歲，本集團從事針織布銷售之附屬公司永佳染廠有限公司業務董事。彼於一九九三年加入本集團，擁有超過二十四年紡織業經驗。

梁美賢小姐，三十七歲，本集團從事針織布銷售之附屬公司永佳染廠有限公司業務董事。彼於一九九零年加入本集團，擁有超過十六年紡織業經驗。

**Biographical Details of Directors and Senior Management** (continued)

**Senior Management** (continued)

Mr. Ling Man, aged 49, is a factory manager of the yarn dyeing operation of the Group. He joined the Group in 1998 and has more than 26 years' experience in the dyeing and finishing industry.

Mr. Liu Ying Che, aged 37, is a factory manager of the fabric dyeing operation of the Group. He joined the Group in 1989 and has more than 18 years' experience in the dyeing and finishing industry.

Mr. Ting Kit Hung, aged 50, is the director and chief executive of the Group's motor and generator services operation in The People's Republic of China ("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 32 years' experience in the motor industry. He is the elder brother of Mr. Ting Kit Chung.

Mr. Wong Tung Yiu, aged 47, is an associate director and the 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 28 years' experience in the textile industry.

**董事及高級管理人員履歷 (續)**

**高級管理人員 (續)**

凌文先生，四十九歲，本集團染紗業務部工廠經理。於一九九八年加入本集團，擁有超過二十六年整染業經驗。

廖英智先生，三十七歲，本集團染布業務工廠經理。彼於一九八九年加入本集團，擁有超過十八年整染業經驗。

丁傑雄先生，五十歲，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，擁有逾三十二年汽車維修業經驗。彼為丁傑忠先生之長兄。

王東耀先生，四十七歲，本集團從事針織布銷售之附屬公司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，擁有超過二十八年紡織業經驗。

# Report of the Directors 董事會報告 (continued 續)

## Directors' Interests in Share Capital

At 31 March 2002, 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 (the "SDI Ordinance"), were as follows:

## 董事之股本權益

二零零二年三月三十一日，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：

Name of director	董事姓名		Number of shares of the Company held and nature of interest 持有本公司股份數目及權益性質			
			Personal 個人	Family 家族	Corporate 公司	Total 合計
Poon Bun Chak	潘彬澤	Note 附註	29,720,000	168,800,104	571,200,000	769,720,104
Poon Kai Chak	潘佳澤		7,802,800	—	—	7,802,800
Poon Kei Chak	潘機澤		21,477,200	—	—	21,477,200
Poon Kwan Chak	潘鈞澤		6,442,800	—	—	6,442,800
Ting Kit Chung	丁傑忠		1,600,000	—	—	1,600,000
Au Son Yiu	區榮耀		500,000	—	—	500,000
Cheng Shu Wing	鄭樹榮		300,000	—	—	300,000
			67,842,800	168,800,104	571,200,000	807,842,904

Note: 168,800,104 shares are owned by Farrow Star Limited, which is wholly-owned by Perfection Inc. as the 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 Messrs. Poon Kai Chak, Poon Kei Chak and Poon Kwan Chak.

附註：168,800,104股股份由 Farrow Star Limited 持有，而 Perfection Inc. 則以 The Evergreen Trust 之信託人身份完全擁有 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 spouse 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 26 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 spouse, 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.

### 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26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。



## Substantial Shareholders

At 31 March 2002, the following interests of 10% or more of the share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 16(1) of the SDI Ordinance:

Name 名稱	Number of shares of the Company held 持有本公司 股份數目	Percentage of issued share capital as at 31 March 2002 在二零零二年 三月三十一日 佔已發行股本之百分率
The Capital Group Companies, Inc.	140,854,000	10.64%

Save as disclosed above, no person, other than Mr. Poon Bun Chak, whose interests are set out in the section "Directors' Interests in Share Capital" above, had registered an interest in the share capital of the Company that was required to be recorded under Section 16(1) of the SDI Ordinance.

## Connected Transactions

As at 31 March 2002, Nice Dyeing Factory Limited, a wholly-owned subsidiary of the Company, has provided advances of HK\$228,484,000 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 operations of the non wholly-owned subsidiary.

## 主要股東

於二零零二年三月三十一日，以下股東擁有本公司已發行股份之10%或以上權益，已根據公開權益條例第16(1)條規定記載於主要股東登記冊內：

除以上披露外，只有潘彬澤先生(其權益已載於「董事之股本權益」段中)按公開權益條例第16(1)條已登記於主要股東登記冊。

## 關連交易

於二零零二年三月三十一日，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港幣228,484,000元貸款，年利息為最優惠利息減1.25%，有關貸款並無抵押及無固定還款期，貸款主要作為該非全資附屬公司之營運資金。

## Share Option Scheme

The Company operated a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contributed to the success of the Group's operations. Eligible participants of the Scheme included the Company's directors, including independent non-executive directors, and other employees of the Group. The maximum number of unexercised share options permitted to be granted under the Scheme was an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time.

As at 31 March 2002, the number of share issuable under the share options granted under the Scheme was 200,000, which represented approximately 0.02% of the Company's shares in issue as at that date. No eligible person would be granted share options for such number of shares which in aggregate would exceed 25% of the total number of shares for which share options might be granted under the Scheme.

The offer of a grant of share options might be accepted within 21 days from the date of the offer with no consideration being payable by the grantee. The exercise period of the share options granted was determinable by the directors but not more than 10 years from the date of grant.

The exercise price of the share options was determined at the higher of (i) the nominal value of the shares or (ii) 80% of the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the grant.

## 購股權計劃

本公司之購股權計劃(「該計劃」)主要目的是向符合資格及曾對集團作出貢獻的參與者給與鼓勵及獎勵。該計劃符合資格參與者包括本公司董事(包括獨立非執行董事)及集團其他僱員。該計劃允許之最多可授與之未行使購股權為相等於本公司任何時間之10%已發行股份。

於二零零二年三月三十一日，該計劃已授與購股權可認購之股份數目為200,000股，即等於約0.02%本公司當日之已發行股份數目。該計劃並不允許授與單一符合資格人士超過25%該計劃下之購股權。

購股權之被授與人必須於頒授日的21日內決定是否接受有關購股權。購股權之行使限期由董事會決定，但最長不超過頒授日起計之十年。

購股權行使價為：(i)股份之名義價值；或(ii)頒授日前5個交易日本公司股份於聯交所收市價格之平均價的80%；以較高者為準。



# Report of the Directors 董事會報告 *(continued 續)*

## Share Option Scheme *(continued)*

The Scheme became effective on 15 July 1992 for a period of 10 years and expired on 14 July 2002.

The following share options were outstanding under the Scheme during the year:

## 購股權計劃 (續)

該計劃於一九九二年七月十五日生效，為期十年，於二零零二年七月十四日到期。

於年內，未行使之購股權明細如下：

Name or category of participant 參與者 名稱或類別	Date of grant of share options 購股權頒授日期	Exercise price of share options	Number of share options			Exercise period of share options 購股權行使期限	Price of Company's share at exercise date of share options ** 本公司股份於購股權行使日價格 ** HK\$ 港幣
		after subdivision of shares* 股份 分拆後購股權行使價格* HK\$ 港幣	購股權數目		At 31 March 2002 於二零零二年三月三十一日		
			At 1 April 2001 於二零零一年四月一日	Exercised during the year 年內已行使			
<b>Directors</b> <b>董事</b>							
Poon Bun Chak 潘彬澤	28 May 1996 一九九六年五月二十八日	0.885	15,000,000	(15,000,000)	—	28 May 1996 to 27 May 2002 一九九六年五月二十八日至二零零二年五月二十七日	4.275
	26 February 1998 一九九八年二月二十六日	0.720	14,000,000	(14,000,000)	—	26 February 1998 to 27 May 2002 一九九八年二月二十六日至二零零二年五月二十七日	4.275
			29,000,000	(29,000,000)	—		
Poon Kai Chak 潘佳澤	26 February 1998 一九九八年二月二十六日	0.720	8,300,000	(8,300,000)	—	26 February 1998 to 27 May 2002 一九九八年二月二十六日至二零零二年五月二十七日	4.007
Poon Kei Chak 潘機澤	28 May 1996 一九九六年五月二十八日	0.885	2,000,000	(2,000,000)	—	28 May 1996 to 27 May 2002 一九九六年五月二十八日至二零零二年五月二十七日	4.275
	26 February 1998 一九九八年二月二十六日	0.720	8,600,000	(8,600,000)	—	26 February 1998 to 27 May 2002 一九九八年二月二十六日至二零零二年五月二十七日	4.275
			10,600,000	(10,600,000)	—		

# Report of the Directors 董事會報告 (continued 續)

## Share Option Scheme (continued)

## 購股權計劃 (續)

Name or category of participant 參與者名稱或類別	Date of grant of share options 購股權頒授日期	Exercise price of share options after subdivision of shares*	Number of share options 購股權數目			Exercise period of share options 購股權行使期限	Price of Company's share at exercise date of share options** 本公司股份於購股權行使日價格**
		HK\$ 港幣	At 1 April 2001 於二零零一年四月一日	Exercised during the year 年內已行使	At 31 March 2002 於二零零二年三月三十一日		HK\$ 港幣
Poon Kwan Chak 潘鈞澤	26 February 1998 一九九八年二月二十六日	0.720	3,300,000	(3,300,000)	—	26 February 1998 to 27 May 2002 一九九八年二月二十六日至二零零二年五月二十七日	3.549
Ting Kit Chung 丁傑忠	28 May 1996 一九九六年五月二十八日	0.885	3,000,000	(3,000,000)	—	28 May 1996 to 27 May 2002 一九九六年五月二十八日至二零零二年五月二十七日	3.078
	26 February 1998 一九九八年二月二十六日	0.720	3,100,000	(3,100,000)	—	26 February 1998 to 27 May 2002 一九九八年二月二十六日至二零零二年五月二十七日	2.050
			6,100,000	(6,100,000)	—		
Other employees 其他僱員							
In aggregate 合共	26 February 1998 一九九八年二月二十六日	0.720	500,000	(300,000)	200,000***	1 July 1998 to 27 May 2002 一九九八年七月一日至二零零二年五月二十七日	3.950
			57,800,000	(57,600,000)	200,000		

\* The number of options and exercise price per share have been adjusted to reflect the subdivision of each Company's share of HK\$0.10 into two shares of HK\$0.05 each, pursuant to the ordinary resolution passed by a special general meeting on 25 September 1997.

\*\* The price of the Company's shares disclosed as at the date of the exercise of the share options is the weighted average of the Stock Exchange closing prices over all the exercises of options within the disclosure category.

\*\*\* These outstanding share options lapsed on 27 May 2002 subsequent to the balance sheet date.

\* 購股權數目及每股行使價已被調整以反映一九九七年九月二十五日於特別股東會通過之普通決議關於本公司每股面值港幣0.10元股份分拆為兩股每股面值港幣0.05元之股份。

\*\* 購股權行使日本公司股份價格為所有相同披露類別中所有購股權相對之股份加權平均股價。

\*\*\* 結算日後，於二零零二年五月二十七日，所有未行使購股權皆失效。

### Share Option Scheme (continued)

Summary details of the Company's share option scheme are also set out in note 26 to the financial statements.

The financial impact of share options granted is not recorded in the Company's or the Group's balance sheet until such time as the share options are exercised, and no charge is recorded in the profit and loss account or balance sheet for the cost thereof. Upon the exercise of the share options, the resulting shares issued are recorded by the Company as additional share capital at the nominal value of the shares, and the excess of the exercise price per share over the nominal value of the shares is recorded by the Company in the share premium account. Options which are cancelled/lapsed prior to their exercise date are deleted from the register of outstanding options.

### Code of Best Practice

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

### 購股權計劃 (續)

本公司購股權計劃之匯總明細載於財務報表附註26。

本公司或本集團資產負債表皆無記錄已授予之購股權的財務影響直至有關購股權已被行使，同時損益表或資產負債表均無記錄有關購股權之成本。於購股權被行使時，所產生之股份使本公司股本相應增加股份相對之面值，而行使價超於股本面值的部份則反映於股本溢價賬中。未行使之購股權賬冊則按行使日前已被取銷或失效之購股權刪除。

### 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》。

## Audit Committee

Pursuant to the Code, the Company established an Audit Committee (the "Committee") on 15 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.

## 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.

By Order of the Board

**Poon Bun Chak**

*Chairman*

Hong Kong, 19 July 2002

## 審核委員會

本公司遵照《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，分別為區燦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年度財務報告，並向董事會提交意見。

## 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週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，二零零二年七月十九日