

董事會同寅謹提呈截至二零零二年六月三十日止年度之業績報告及經審核財政報告。

#### **遷冊及採納新組織章程大綱及細則**

根據一項於二零零二年三月二十七日通過之特別決議案，本公司已遵照百慕達法例取消其開曼群島之註冊並延續為受豁免公司，從而將本公司之註冊地點從開曼群島更改為百慕達（「遷冊」）。

此外，本公司已於二零零二年三月二十七日採納延續大綱及細則，以分別取代原有之組織章程大綱及組織章程細則（「採納事項」）。

遷冊及採納事項均已於二零零二年四月十一日生效。

#### **主要業務**

本公司乃一間投資控股公司。其附屬公司主要從事銷售一般系統產品、提供服務及軟件持許權、租賃系統產品與及投資電子商貿及電訊項目。

#### **業績及分配**

本集團截至二零零二年六月三十日止年度之業績載於第18頁之綜合損益表以及財政報告附註內。股東於本年度獲派發每股相等於0.0625港仙按以股代息方式派發及可選擇現金之中期股息。董事會建議按以股代息方式派發相等於每股2.5港仙之末期股息，可選擇收取現金。累計溢利之變動情況載於財政報告附註31。

#### **股本及認股權證**

年內本公司股本及認股權證之變動情況載於財政報告附註30。

#### **儲備**

本集團及本公司年內儲備之變動情況載於財政報告附註31。

本公司可供分派之儲備為、一般儲備、特別儲備及累計溢利三者之總和1,539,861,000港元。

#### **物業、廠房及設備**

本年度內，本集團添置約共值13,700,000港元之廠房、機器及電訊網絡。

本集團於本年度內有關物業、廠房及設備之該等及其他變動情況載於財政報告附註12。

#### **聯營公司**

於二零零二年六月三十日有關本集團聯營公司之詳細資料載於財政報告附註17。

The directors present their annual report and the audited financial statements for the year ended 30 June 2002.

#### **CHANGE OF DOMICILE AND ADOPTION OF NEW MEMORANDUM AND BYE-LAWS**

Pursuant to a special resolution passed on 27 March 2002, the Company changed the domicile of the Company from the Cayman Islands to Bermuda by way of de-registration in the Cayman Islands and continuation as an exempted company under the laws of Bermuda (the "Change of Domicile").

In addition, the Company adopted the Memorandum of Continuance and the Bye-Laws on 27 March 2002 in substitution for the original Memorandum of Association and the Articles of Association respectively (the "Adoption").

Both the Change of Domicile and the Adoption became effective on 11 April 2002.

#### **PRINCIPAL ACTIVITIES**

The Company is an investment holding company. Its subsidiaries are principally engaged in sales of general systems products, provision of services and software licensing, leasing of systems products and investments in telecommunications networks and e-commerce projects.

#### **RESULTS AND APPROPRIATIONS**

The results of the Group for the year ended 30 June 2002 are set out in the consolidated income statement on page 18 and in the accompany notes to the financial statements. An interim dividend in scrip form equivalent to HK0.0625 cents per share, with a cash option, was distributed to the shareholders during the year. A final dividend in scrip form equivalent to HK2.5 cents per share, with a cash option, is proposed by the directors. Movements of the accumulated profits are set out in note 31 to the financial statements.

#### **SHARE CAPITAL AND WARRANTS**

Details of movements in the share capital and warrants of the Company during the year are set out in note 30 to the financial statements.

#### **RESERVES**

Details of movements in the reserves of the Group and the Company during the year are set out in note 31 to the financial statements.

The Company's reserves available for distribution represent the aggregate of general reserve, special reserve and the accumulated profits of HK\$1,539,861,000.

#### **PROPERTY, PLANT AND EQUIPMENT**

During the year, the Group incurred an aggregate of approximately HK\$13.7 million mainly in the acquisition of additional plant and machinery and telecommunications networks.

Details of these and other movements in the property, plant and equipment of the Group during the year are set out in note 12 to the financial statements.

#### **ASSOCIATE**

Particulars of the Group's associate at 30 June 2002 are set out in note 17 to the financial statements.

董事會報告（續）

### 董事及服務合約

本年度及截至本報告刊發日期止，本公司之董事為：

#### 執行董事：

簡文樂  
簡堅良  
黎日光

#### 非執行董事：

Francis Gilbert Knight  
張美霞  
苗禮  
梁雄健教授  
（於二零零一年十一月三十日獲委任）  
葉培大教授  
（於二零零一年十一月三十日獲委任）  
Frank Bleackley  
（於二零零一年十一月三十日獲委任）

根據本公司章程細則第86(2)及第87(1)條規定，簡堅良先生、梁雄健教授、葉培大教授及 Frank Bleackley 先生，將退任惟願膺選連任。餘下各董事均繼續留任。

擬於應屆股東周年大會上動議連任之董事概無訂立任何本集團不能於一年內毋須補償（法定補償除外）而終止之服務合約。

獲委任之獨立非執行董事須根據本公司章程細則之規定輪流退任。

### 購股權及董事購買股份或債券之權利

本公司、本公司持有57%股權之附屬公司看通集團有限公司（「看通」）及本公司持有78%股權之附屬公司數碼香港各設有行政人員購股權計劃，據此本公司、看通及數碼香港或其各自之任何附屬公司之僱員（包括董事）可獲授購股權以分別認購冠軍、看通及數碼香港之股份。

### DIRECTORS AND SERVICE CONTRACTS

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

#### Executive directors:

Paul Kan Man Lok  
Leo Kan Kin Leung  
Sunny Lai Yat Kwong

#### Independent non-executive directors:

Francis Gilbert Knight  
Jennifer Cheung Mei Ha  
Terry John Miller  
Prof. Liang Xiong Jian  
（appointed on 30 November 2001）  
Prof. Ye Pei Da  
（appointed on 30 November 2001）  
Frank Bleackley  
（appointed on 30 November 2001）

In accordance with sections 86(2) and 87(1) of the Company's Bye-laws, Mr. Leo Kan Kin Leung, Prof. Liang Xiong Jian, Prof. Ye Pei Da and Mr. Frank Bleackley, retire and, being eligible, offer themselves for re-election. All other remaining directors continue in office.

No directors being proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

The non-executive directors have been appointed for a term subject to retirement by rotation as required by the Company's Bye-laws.

### SHARE OPTIONS AND DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

The Company, Kantone Holdings Limited ("Kantone"), a 57% owned subsidiary of the Company, and DIGITALHONGKONG.COM, a 78% owned subsidiary of the Company, each has an executive share option scheme under which employees, including directors, of the Company, Kantone, DIGITALHONGKONG.COM or any of their respective subsidiaries may be granted options to subscribe for shares in Champion, Kantone and DIGITALHONGKONG.COM respectively.

**購股權及董事購買股份或債券之權利**

— 續

**(i) 本公司**

根據本公司於一九九二年七月二十九日舉行之股東周年大會採納之購股權計劃（「購股權計劃」），本公司可向本公司或其附屬公司之執行董事及僱員授出購股權，主要目的在於為其僱員提供獎勵，使其可在毋須按認購價繳付首期款項之情況下認購本公司股份。購股權可按董事所決定之行使有效期內任何時間行使（惟不得超過有關購股權發行日起計十年）。購股權所涉及之認購價相等於股份面值或股份於緊接授出購股權日期之前五個交易日在聯交所日報表上所列之平均收市價80%，兩者以較高者為準。根據購股權計劃可能授出之購股權所涉及之股份數目，最高不得超過本公司不時已發行股本10%（根據購股權計劃已發行之任何股份除外），而可能授予任何一名僱員之購股權所涉及之股份數目，最高亦不得超過根據購股權計劃可能授出之購股權所涉及之股份最高數目25%。除非購股權計劃經已終止或有所修訂，否則購股權計劃將自採納日期起計十年期間一直生效。

由於香港聯合交易所有限公司證券上市規則（「上市規則」）有關購股權計劃之規定已於二零零一年九月一日作出修訂，故購股權僅可在符合現有上市規則有關購股權計劃規定之情況下，根據購股權計劃予以授出。

**SHARE OPTIONS AND DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES – continued****(i) The Company**

Under the Company's share option scheme (the "Share Option Scheme") which was adopted at a general meeting of the Company on 29 July 1992, the Company may grant options to executive directors and employees of the Company or its subsidiaries, for the primary purpose of providing incentives to its employees, to subscribe for shares in the Company without initial payment at a subscription price. Options granted are exercisable at any time during a period as may be determined by the directors, which shall be not more than ten years from the date of issue of the relevant options. The subscription price is equal to the higher of the nominal value of the shares and an amount which is 80% of the average of the closing prices of the shares as stated in the daily quotations sheet of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") for the five trading days immediately preceding the date of grant. The maximum number of shares in respect of which options may be granted under the Share Option Scheme shall not exceed 10% of the share capital of the Company in issue from time to time (except any shares issued pursuant to the Share Option Scheme) and the maximum number of shares in respect of which options may be granted to any one employee shall not exceed 25% of the maximum number of shares in respect of which options may be granted under the Share Option Scheme. Unless otherwise terminated or altered, the Share Option Scheme will remain in force for a period of ten years from the date of adoption.

As the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") relating to the Share Option Scheme were amended on 1 September 2001, share option can be granted under the Share Option Scheme provided that the existing Listing Rules on share option schemes are complied with.

董事會報告 (續)

## 購股權及董事購買股份或債券之權利

— 續

## (i) 本公司— 續

本公司向本公司董事及僱員授出之購股權詳情如下：

## SHARE OPTIONS AND DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES – continued

## (i) The Company – continued

Details of share options granted by the Company to the directors and employees of the Company are as follows:

Name of director 董事姓名	Exercisable period 行使期	Exercise price 行使價 HK\$ 港元	Outstanding at 1.7.2001 於二零零一年 七月一日 尚未行使	Shares options (adjusted as appropriate) 購股權所涉及之股份 (經作出適當調整)			Lapsed during the year 年內失效	Outstanding at 30.6.2002 於二零零二年 六月三十日 尚未行使
				Adjustment on bonus issue# 就紅股派發 作出調整#	Adjustment on con- solidation of shares* 就股份合併 作出調整*	Adjustment on con- solidation of shares*		
Leo Kan Kin Leung 簡堅良	30.4.1999 to 29.4.2002 一九九九年四月三十日至 二零零二年四月二十九日	0.08664#	15,000,000	15,000,000	-	(30,000,000)	-	
	8.2.2000 to 7.2.2003 二零零零年二月八日至 二零零三年二月七日	5.82#*	1,000,000	1,000,000	(1,920,000)	-	80,000	
Sunny Lai Yat Kwong 黎日光	30.4.1999 to 29.4.2002 一九九九年四月三十日至 二零零二年四月二十九日	0.08664#	15,000,000	15,000,000	-	(30,000,000)	-	
	8.2.2000 to 7.2.2003 二零零零年二月八日至 二零零三年二月七日	5.82#*	1,000,000	1,000,000	(1,920,000)	-	80,000	
			32,000,000	32,000,000	(3,840,000)	(60,000,000)	160,000	
Employees 僱員	30.4.1999 to 29.4.2002 一九九九年四月三十日至 二零零二年四月二十九日	0.08664#	4,500,000	4,500,000	-	(9,000,000)	-	
	8.2.2000 to 7.2.2003 二零零零年二月八日至 二零零三年二月七日	5.82#*	63,000,000	63,000,000	(120,960,000)	-	5,040,000	
			67,500,000	67,500,000	(120,960,000)	(9,000,000)	5,040,000	
			99,500,000	99,500,000	(124,800,000)	(69,000,000)	5,200,000	

# 購股權所涉及之股份數目及相應之行使價已就本公司按其股東當時每持有一股股份可獲發一股股份之基準，於二零零一年十二月十九日以紅股派發方式發行股份而作出調整。

\* 購股權所涉及之股份數目及相應之行使價已就將冠軍25股每股面值0.10港元之股份合併為1股每股面值2.50港元之股份，並於其後二零零二年五月四日將冠軍各股已發行及未發行股份之面值由每股2.50港元削減至每股0.10港元而作出調整。

# The number of share options and the corresponding exercise prices have been adjusted as a result of bonus issue of the Company's shares on the basis of one share for every share then held by the shareholders of the Company on 19 December 2001.

\* The number of share options and the corresponding exercise prices have been adjusted as a result of the consolidation of 25 shares of Champion of HK\$0.10 each into 1 share of HK\$2.50 each and thereafter reduction of the nominal value of each of issued and unissued shares of Champion from HK\$2.50 each to HK\$0.10 each on 4 May 2002.

**購股權及董事購買股份或債券之權利**

— 續

**(ii) 看通**

看通設有行政人員購股權計劃，根據此計劃，看通可向董事及僱員授出購股權以認購看通之股份，主要目的在於為僱員提供獎勵，看通授出之購股權可於其董事所釐定之期間內任何時候行使。購股權所涉股份之認購價為股份面值或不少於股份於緊接購股權授出日期之前五個交易日之平均收市價80%，兩者以較高者為準。由於上市規則有關購股權計劃之規定已於二零零一年九月一日修訂，故購股權僅可在符合現有上市規則有關購股權計劃規定之情況下，根據此等購股權計劃予以授出。年內看通並無向本公司董事授出任何購股權，而年結並無任何購股權未獲行使。

**(iii) 數碼香港**

數碼香港授出之購股權可於其董事所釐定之期間內任何時間行使，惟所釐定之期間不可少於有關購股權發行日期起計三年及不可多於有關購股權發行日期起計十年。購股權所涉及之股份之認購價為股份面值、股份於授出日期之每股收市價或股份於緊接購股權授出日期之前五個交易日之平均收市價，三者以較高者為準。自採納以來，數碼香港並無向本公司董事授出任何購股權。

除上文所述之購股權計劃外，本公司或其任何附屬公司於年內任何時間概無參與任何安排，以致本公司董事可透過購入本公司或任何其他法人團體之股份或債券而獲益。各董事或其配偶及未滿18歲之子女概無可認購本公司證券之任何權利，亦無在本年度內行使任何此等權利。

**SHARE OPTIONS AND DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES – continued****(ii) Kantone**

Kantone has an executive share option scheme which enables the directors of Kantone to grant options to directors and employees, for the primary purpose of providing incentives to their employees, to subscribe for shares in Kantone. The share options granted by the Kantone are exercisable at any time for a period as it may be determined by its directors. The subscription price of the option shares is the higher of the nominal value of the shares and an amount which is 80% of the average of the closing prices of the shares on the five trading days immediately preceding the date of grant of the options. As the Listing Rules relating to share option schemes were amended on 1 September 2001, share option can be granted under these share option schemes provided that the existing Listing Rules on share option schemes are complied with. No share option was granted by Kantone to directors of the Company during the year and outstanding at end of the year.

**(iii) DIGITALHONGKONG.COM**

Options granted by DIGITALHONGKONG.COM are exercisable at any time for a period as may be determined by its directors, which shall be not less than three years and not more than ten years from the date of issue of the relevant options. The subscription price of the option shares is the higher of the nominal value of the shares, an amount which is the closing price per share on the date of grant and an amount which is the average of the closing prices of the shares on the five business days immediately preceding the date of grant of the options. No share option was granted by DIGITALHONGKONG.COM to directors of the Company since its adoption.

Other than the share option schemes described above, at no time during the year was the Company or any of its subsidiaries a party to any arrangement to enable the directors of the Company to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate and none of the directors, or their spouse and children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right during the year.

**董事之證券權益**

根據香港證券(披露權益)條例(「披露權益條例」)第29條由本公司所保存之名冊記錄所示,於二零零二年六月三十日,各董事及其聯繫人士於本公司及其聯營公司之證券權益如下:

**(i) 本公司之證券****董事姓名**

簡文樂  
簡堅良  
黎日光  
Francis Gilbert Knight  
張美霞  
苗禮  
梁雄健教授  
葉培大教授  
Frank Bleackley

**(ii) 看過之證券****董事姓名**

簡文樂  
簡堅良  
黎日光  
Francis Gilbert Knight  
張美霞  
苗禮  
梁雄健教授  
葉培大教授  
Frank Bleackley

**(iii) 數碼香港之證券****董事姓名**

簡文樂  
簡堅良  
黎日光  
Francis Gilbert Knight  
張美霞  
苗禮  
梁雄健教授  
葉培大教授  
Frank Bleackley

**DIRECTORS' INTERESTS IN SECURITIES**

As at 30 June 2002, the interests of the directors and their associates in the securities of the Company and its associated corporations as recorded in the register maintained by the Company pursuant to Section 29 of Hong Kong Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance") were as follows:

**(i) Securities of the Company**

<b>Name of director</b>	<b>Number of shares</b> 股份數目	<b>Number of warrants</b> 認購權證數目
Paul Kan Man Lok	(Note 1) (附註1)	(Note 1) (附註1)
Leo Kan Kin Leung	-	-
Sunny Lai Yat Kwong	-	-
Francis Gilbert Knight	-	-
Jennifer Cheung Mei Ha	-	-
Terry John Miller	-	-
Prof. Liang Xiong Jian	-	-
Prof. Ye Pei Da	-	-
Frank Bleackley	-	-

**(ii) Securities of Kantone**

<b>Name of director</b>		
Paul Kan Man Lok	(Note 2) (附註2)	-
Leo Kan Kin Leung	-	-
Sunny Lai Yat Kwong	-	-
Francis Gilbert Knight	-	-
Jennifer Cheung Mei Ha	-	-
Terry John Miller	-	-
Prof. Liang Xiong Jian	-	-
Prof. Ye Pei Da	-	-
Frank Bleackley	-	-

**(iii) Securities of DIGITALHONGKONG.COM**

<b>Name of director</b>		
Paul Kan Man Lok	(Note 3) (附註3)	-
Leo Kan Kin Leung	-	-
Sunny Lai Yat Kwong	-	-
Francis Gilbert Knight	-	-
Jennifer Cheung Mei Ha	-	-
Terry John Miller	-	-
Prof. Liang Xiong Jian	-	-
Prof. Ye Pei Da	-	-
Frank Bleackley	-	-

**董事之證券權益 – 續**

附註：

- 227,901,601股股份及1,043,056,835份認股權證由Lawnside International Limited (「Lawnside」) 持有。Lawnside由Lanchester Limited全資擁有。Lanchester Limited乃一間由一項合資格受益人包括簡文樂及其家族成員以及冠軍及其附屬公司員工之全權信託所實益擁有之公司。目前信託全權受益人僅為簡文樂及其家族成員。於二零零二年六月三十日，Lawnside於冠軍全部股權中擁有約40%權益。冠軍所發行之認股權證將於二零零三年一月六日屆滿。此等股份根據上市規則被列為其他權益。
- 1,265,940,702股股份由本公司持有，而399,084,420股股份則由Lawnside持有。此等權益根據上市規則被列為其他權益。
- 117,300,000股股份由本公司持有，而2,669,171股股份則由Lawnside持有。此等權益根據上市規則被列為其他權益。

除上文所披露者及由董事以本公司或其附屬公司之受託人名義持有之若干附屬公司之若干代理人股份外，於二零零二年六月三十日，各董事或彼等任何聯繫人士並無擁有本公司或其任何附屬公司（定義見披露權益條例）之任何證券權益。

**董事於合約及關連交易之權益**

於截至二零零二年六月三十日止年度內，本公司及其附屬公司看通及其附屬公司（「看通集團」）以及數碼香港及其附屬公司（「數碼香港集團」）除外）曾與看通集團及數碼香港集團進行下列交易：

收取提供辦公室及設施及管理服務費用  
銷售電訊器材  
購買傳呼機及器材  
支付登記費、年費及技術費用  
收取行政費用

**DIRECTORS' INTERESTS IN SECURITIES – continued**

Notes:

- 227,901,601 shares and 1,043,056,835 warrants were held by Lawnside International Limited (“Lawnside”). Lawnside is wholly owned by Lanchester Limited which is a company beneficially owned by a discretionary trust, the eligible discretionary objects of which include Mr. Paul Kan Man Lok and his family members and staff of Champion and its subsidiaries. Currently, only Mr. Paul Kan Man Lok and his family members are discretionary objects of the trust. As at 30 June 2002, Lawnside had interests in approximately 40% of the entire interest of Champion. The warrants issued by Champion will expire on 6 January 2003. These shares and warrants are classified as other interests under the Listing Rules.
- 1,265,940,702 shares were held by the Company and 399,084,420 shares were held by Lawnside. These are classified as other interests under the Listing Rules.
- 117,300,000 shares were held by the Company and 2,669,171 of these shares were held by Lawnside. These are classified as other interests under the Listing Rules.

Save as disclosed above and other than certain nominee shares in subsidiaries held by directors in trust for the Company or its subsidiaries, none of the directors or any of their associates had any interest in the securities of the Company or any of its associated corporations as defined in the SDI Ordinance as at 30 June 2002.

**DIRECTORS' INTERESTS IN CONTRACTS AND CONNECTED TRANSACTIONS**

During the year ended 30 June 2002, the Company and its subsidiaries other than Kantone and its subsidiaries (the “Kantone Group”), and DIGITALHONGKONG.COM and its subsidiaries (the “DIGITALHK Group”) had the following transactions with the Kantone Group and the DIGITALHK Group:

	<b>Transactions with the Kantone Group 與看通 集團之交易</b>	<b>Transactions with the DIGITALHK Group 與數碼香港 集團之交易</b>
	HK\$'000 千港元	HK\$'000 千港元
收取提供辦公室及設施及管理服務費用	Fees received for the provision of office premises and facilities, and management services	1,200
銷售電訊器材	Sales of telecommunications equipment	214
購買傳呼機及器材	Purchases of pagers and equipment	128
支付登記費、年費及技術費用	Registration fee, annual fee and technical fee paid	–
收取行政費用	Administration fees received	6,687
		3,000

### 董事於合約及關連交易之權益 – 續

本公司之獨立董事認為上述交易乃按日常業務程序及一般商業條款進行。

除上文所披露者外，本公司董事在本公司或其任何附屬公司所參與，且在本年度結束時仍然有效或在本年度內任何時間訂立之重大合約中，概無直接或間接擁有權益。

### 主要股東

於二零零二年六月三十日，除上文「董事之證券權益」一節所披露之權益外，根據披露權益條例第16(1)條所保存之主要股東名冊所顯示，本公司並無接獲通知有任何人士持有本公司10%或以上之已發行股本。

### 可換股證券、購股權、認股權證或類似權利

除可換股債券、認股權證及購股權外（分別見財政報告附註28及附註30所述），於二零零二年六月三十日，本公司並無任何尚未行使之可換股證券、購股權、認股權證或其他類似權利。於本年度內並無行使任何可換股證券、購股權、認股權證或類似權利。

### 購買、出售或贖回本公司之上市證券

本公司或其任何附屬公司於本年度內概無購買、出售或贖回任何本公司之上市證券。

### 優先購股權

本公司之公司細則及開曼群島法例並無載有任何優先購買權之規定，規定本公司須按比例向現有股東提呈發售新股。

### 主要客戶及供應商

於截至二零零二年六月三十日止年度，本集團五大客戶及供應商所佔之營業額及購貨額佔本集團之營業總額及購貨總額分別不足30%。

### 企業管治

董事認為，本公司全年一直遵照上市規則附錄十四所載之最佳應用守則行事。

### 核數師

有關續聘德勤•關黃陳方會計師行為本公司核數師之決議案將於股東周年大會上提呈。

承董事會命

主席  
簡文樂  
香港  
二零零二年十月二十五日

### DIRECTORS' INTERESTS IN CONTRACTS AND CONNECTED TRANSACTIONS – continued

In the opinion of the independent non-executive directors of the Company, the above transactions were carried out in the usual course of business and on normal commercial terms.

Save as disclosed above, no contracts of significance to which the Company or any of 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.

### SUBSTANTIAL SHAREHOLDERS

As at 30 June 2002, the register of substantial shareholders maintained under Section 16(1) of the SDI Ordinance showed that, other than the interests disclosed above under directors' interests in securities, the Company has not been notified of any other interests representing 10% or more of the Company's issued share capital.

### CONVERTIBLE SECURITIES, OPTIONS, WARRANTS OR SIMILAR RIGHTS

Other than the convertible bonds, and warrants and share options as set out in notes 28 and 30 respectively to the financial statements, the Company had no outstanding convertible securities, options, warrants or other similar rights as at 30 June 2002 and there was no exercise of convertible securities, options, warrants or similar rights during the year.

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

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

### 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.

### MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 30 June 2002, the aggregate amount of turnover and purchases attributable to the Group's five largest customers and suppliers respectively represented less than 30% of the Group's total turnover and purchases.

### CORPORATE GOVERNANCE

The Company has complied throughout the year with the Code of Best Practice as set out in Appendix 14 of the Listing Rules.

### AUDITORS

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

On behalf of the Board

Paul KAN Man Lok  
CHAIRMAN  
Hong Kong  
25 October 2002