



主席報告與業務及業績回顧
Chairman's Statement and Review of Operations and Results



後排左起：王添根, 俞敏, 俞宇, 王國平

Back row from the left: **Ken Ong, Yu Min, Yu Yu, Wang Guoping**

前排左起：戴振華, 宋林, 朱金坤

Front row from the left: **Dai Zhenhua, Song Lin, Zhu Jinkun**

業績

本集團於二零零二年財政年度的經審核綜合營業額達1,196,762,970港元，比較二零零一年增加9%。本集團於本財政年度的毛利率為33%，二零零一年的毛利率則為39%。本集團於本財政年度的經營溢利為159,931,937港元，經營利率為13%。本集團於本財政年度的股東應佔溢利和每股基本盈利分別為85,796,109港元及3.89港仙（二零零一年：分別為131,419,571港元及8.71港仙）。本集團的整體業績比較二零零一年遜色，主要因為壓縮機業務在本年度下半年的表現不如理想。

儘管如此，本集團在本年度於中國所收購的半導體相關業務卻為半導體業務帶來立時的營業額和盈利貢獻，成為本集團業務前景樂觀的強力論據。

末期股息

董事議決建議於二零零三年六月三十日擬派截至二零零二年十二月三十一日止年度的首次及末期股息每股1.00港仙。

暫停辦理股份過戶登記

本公司將於二零零三年五月九日起至二零零三年五月十六日止（包括首尾兩天）期間，暫停辦理股份過戶登記。為符合獲派建議股息的資格，填妥的過戶表格連同有關股票須最遲於二零零三年五月七日下午四時三十分交回本公司的香港股份過戶登記分處秘書商業服務有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下。

RESULTS

The Group's audited consolidated turnover for the 2002 financial year amounted to \$1,197 million, representing an increase of 9% over that of 2001. The Group's gross profit margin for the financial year was 33%, compared to 39% for 2001. The Group's profit from operations for the financial year was HK\$160 million representing an operating margin of 13%. The Group's profit attributable to shareholders and basic earnings per share for the financial year was HK\$85.8 million and 3.89 HK cents respectively (2001: HK\$131million and 8.71 HK cents respectively.) The poorer overall results of the Group compared to 2001 was mainly due to the less than satisfactory performance of the Compressor Business during the second half of the year.

Nevertheless, the acquisitions of semiconductor related businesses in the PRC by the Group during the year provided concrete reasons for optimism with immediate positive turnover and profit contribution enhancement from the Group's Semiconductor Business.

FINAL DIVIDEND

The Directors have resolved to recommend a first and final dividend of 1.00 HK cent per share for the year ended 31st December, 2002 (2001: Nil) payable on 30th June, 2003 to shareholders.

CLOSURE OF REGISTER OF MEMBERS

The Register of members will be closed from 9th May, 2003 to 16th May, 2003, both days inclusive. In order to qualify for the proposed dividend payment, completed transfer forms accompanied by the relevant share certificates must be lodged with the Branch Registrar of the Company, Secretaries Limited, at G/F, BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not later than 4:30pm on 7th May, 2003.

業務回顧

本集團的營業額增加9%，主要因本年度新收購的半導體業務帶來更多營業額貢獻所致。假如不包括該等收購的影響，本集團的營業額和溢利應會大幅減少。由此可見，新收購的半導體業務對本集團的業績起了立時重大的影響，也在本質上改變了本集團過去過份倚重壓縮機業務的營業額和盈利能力的局面。本集團的半導體業務營業額貢獻所佔的比例已經從二零零一年15%增至二零零二年28%，經營溢利從12%增長至24%，股東應佔溢利從16%增長至35%。

收購活動大部份在二零零二年底時才告完成，收購帶來的良好影響並未完全在二零零二年的業績內反映。預期當二零零三年的全年業績全面反映出所收購業務的業績時，半導體業務對本集團的營業額和溢利貢獻將會大幅增長。

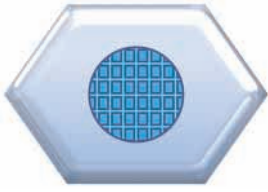
半導體業務已經成為本集團增長的動力源頭，為本集團建立起高增長平台，抓住了中國龐大及迅速增長的半導體市場。

BUSINESS REVIEW

The increase in the Group's turnover by 9% was the direct result of enhanced turnover contribution from new semiconductor businesses acquired during the year. Excluding the effect of such acquisitions, the Group's turnover and profit would have reduced significantly. The impact of the Semiconductor Business acquisitions to the Group's result is thus both significant and immediate. Furthermore it has fundamentally altered the Group's past heavy reliance on the Compressor Business for turnover and profitability. The proportion of turnover contribution to the Group from the Semiconductor Business has increased from 15% in 2001 to 28% in 2002, operating profit has increased from 12% to 24% and profit attributable to shareholders has increased from 16% to 35%.

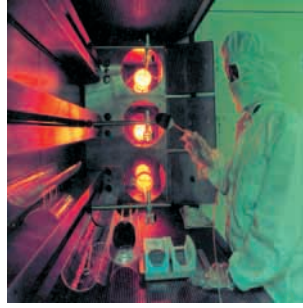
As the acquisitions were substantially completed only towards the end of 2002, the full positive impact of the acquisitions have not been entirely reflected in the 2002 results. It is expected that the contribution of the Semiconductor Business to the Group's turnover and profitability will increase significantly in 2003 and thereafter when the full year results of the acquired business are entirely reflected therein.

The Semiconductor Business has become the new growth driver of the Group, providing the Group with a high growth platform to tap into the huge and expanding semiconductor market in the PRC.



半導體業務

隨著半導體行業出現縱向專業化的發展趨勢，市場除了專業化的圓片加工和封裝、測試服務供應商外，集成電路設計公司亦如雨後春筍。二零零二年三月二十八日，本公司透過旗下一間全資附屬公司——Semico Microelectronics (BVI) Limited，以對價人民幣28,600,000元（約合27,000,000港元）收購矽科（一家在中國註冊成立的合資合營公司）的55%股本權益。矽科是中國內地數一數二的集成電路設計公司，主要從事設計、測試與銷售集成電路的業務。矽科的產品主要用於消費類電子產品和電訊器件，包括計算機、固網電話的顯示器、黑白 STN 液晶體顯示屏、遙控器和語音合成器。



Semiconductor Business

With the trend of vertical specialisation in the semiconductor industry, apart from dedicated foundries, dedicated packaging and testing service providers, fabless IC design houses have blossomed in recent years. On 28th March, 2002, with a consideration of RMB 28.6 million (equivalent to approximately HK\$27 million, the Company, through one of its wholly owned subsidiaries, Semico Microelectronics (BVI) Limited, acquired a 55% equity interest in Semico, an equity joint-venture company incorporated in the PRC. Semico is one of the PRC's leading fabless IC design houses engaging in the design, testing and sale of IC products and chips. Semico's products are principally used in the fields of consumer electronics appliances and telecommunication devices including, among others, calculators, display module of fixed line telephones, black and white Super-twisted-nematic liquid crystal displays, remote controls and voice synthesisers.



矽科現時的業務主攻消費類數字集成電路，貼合本集團在半導體業務的策略。矽科強勁的市場地位、豐富的產品組合及所聘用的大約150位經驗豐富的工程師和技術人員，再配合本集團目前的設計隊伍，定可為本集團奠定穩健鞏固的根基，讓本集團深化其設計能力。矽科已經在中國內地建立起有效的市場渠道，加上多元化的產品組合大可強化本集團的基礎，進攻中國內地的半導體市場。

二零零二年十月十日，本公司從矽科少數權益股東——中國華晶電子集團公司（「中國華晶集團」）完成收購矽科額外的45%股權，對價人民幣13,083,750元（約合12,343,000港元），矽科也因此成為本公司的全資附屬公司。

中國華晶集團是中國國內半導體龍頭企業之一，主要從事設計、製造、封裝、測試與銷售雙極集成電路和分立器件業務。中國華晶集團在中國生產雙極集成電路及分立器件供應上瓜分了約30%的市場份額。



Semico's current business focus on consumer electronic ICs is in line with the Group's strategy on semiconductor business. Semico's strong market presence, rich product portfolio and about 150 experienced engineers and technicians together with the existing design team of the Group will provide a solid platform for the Group to further enhance its designing capabilities. Semico's established marketing channels in the PRC and rich product portfolio will help the Group strengthen its foundation for further penetration into the PRC semiconductor market.

On 10th October, 2002, the Company completed its acquisition of an additional 45% equity interest in Semico from Semico's minority shareholder, the China Huajing Electronics Group Corporation ("China Huajing Group") for a consideration of RMB13,083,750 (equivalent to approximately HK\$12,343,000) with the result that Semico became the Company's wholly owned subsidiary.

China Huajing Group is one of the largest domestic semiconductor enterprises in the PRC, principally engaged in the businesses of designing, fabrication, packaging, testing and sale of bipolar IC's and discrete devices. China Huajing Group supplies some 30% of the total PRC manufactured bipolar IC's and discrete devices.



二零零二年十二月三日，本公司以對價人民幣20,000,000元（約合18,900,000港元）收購中國華晶集團的全部權益，接管了中國華晶集團重組之後的資產及負債。在收購前，本集團除了提出有關重組方案，也在以下方面協助中國華晶集團：

- (a) 取得中國國家發展計劃委員會和財政部豁免一筆人民幣538,000,000元（約合508,000,000港元）的貸款；及
- (b) 取得一家中國資產管理公司豁免一項本金連利息為人民幣324,000,000元（約合306,000,000港元）的貸款。

這次重組令中國華晶集團的資產淨值由負數變為正數人民幣358,000,000元（約合338,000,000港元）。中國華晶集團隨後重新組織為一間有限責任公司，後來成為一間全外資有限公司，並易名為無錫華潤微電子有限公司。



On 3rd December, 2002, the Company acquired the entire interests in China Huajing Group for a consideration of RMB20,000,000 (equivalent to approximately HK\$18,900,000) and assumed ownership of the restructured assets and liabilities of China Huajing Group. Prior to the acquisition, the Group assisted China Huajing Group, among other restructuring measures to:

- (a) obtain a loan waiver of RMB538 million (equivalent to approximately HK\$508 million) from the State Development Planning Commission and the Ministry of Finance of the PRC; and
- (b) obtain a waiver of loan with principal and interests of RMB324 million (equivalent to approximately HK\$306 million) from a PRC asset management company.

The restructuring changed the net asset value of China Huajing Group from negative value to a positive value of RMB358 million (equivalent to approximately HK\$338 million). China Huajing Group was subsequently reconstituted as a limited liability company and subsequently as a wholly foreign owned limited liability company and renamed as Wuxi China Resources Microelectronics Co., Ltd.



本集團於本年度作出了以下措施，強化精簡本集團原有的半導體業務，作為更專注發展半導體業務的一步：

As part of the drive to focus more on the Semiconductor Business, the following measures were further taken to strengthen and streamline the Group's existing Semiconductor operation during the year:

(a) 二零零二年九月六日，本公司擁有51%的集成電路封裝附屬公司——深圳科鵬微電子有限公司的全部資產及負債，轉讓予本公司另一間從事集成電路測試業務的全資附屬公司——賽美科微電子(深圳)有限公司，對價為人民幣9,280,000元(約合8,754,717港元)。是次轉讓進一步提升了集成電路測試及封裝業務的工作流程和效率。

(a) On 6th September, 2002, the entire asset and liabilities of a 51% owned IC packaging subsidiary, Shenzhen Kope Microelectronics Co., Ltd. were transferred to a 100% owned IC testing subsidiary, Semicon Microelectronics (Shenzhen) Co., Ltd. for a consideration of RMB9,280,000 (equivalent to approximately HK\$8,754,717). The transfer further enhanced the workflow and efficiency of the IC testing and packaging operations.

(b) 二零零二年十月八日，本集團在一間集成電路應用智能卡附屬公司的股權由60%減持至36%，該公司遂成為一間聯營公司。是次變動正好與本集團的發展方向有良好配合：減輕集成電路應用的業務，著重發展集成電路設計及製造業務。

(b) On 8th October, 2002, the Group has reduced its shareholding in an IC application smartcard subsidiary from 60% to 36%, becoming an associated company. The change is in line with the Group's direction to withdraw from IC application business to focus more on IC design and manufacturing.



本集團在本年度進行以上國內半導體業務的收購後，已經晉身成為中國半導體行業最大的開發商與生產商之一。本集團現時的半導體業務包括：

- (a) 設計開發以 MCU 及數模混合信號處理技術為主導，可廣泛應用於電視、音響、視聽播放機 (DVD 及 MP3)、家用電器、通訊設備、計算計量器、智能玩具、語言學習機等系列化的中高檔消費類 MOS 集成電路和 SOC 集成系統。

是項業務是以無錫華潤矽科微電子公司及無錫盈泰科技公司、華科微電子(深圳)有限公司組合而成。

- (b) 製造、封裝及測試可用於家用電器、通訊設備、精密儀器、綠色照明、液晶顯示等領域電子消費產品之雙極型集成電路和半導體分立器件。現有生產設施年生產能力約為一百三十萬片四寸至五寸晶圓片。

是項業務是由中國目前最大的雙極集成電路及分立器件生產廠家——無錫華潤微電子有限公司(原中國華晶集團)屬下之華潤華晶股份公司、香港華潤半導體有限公司、深圳賽美科微電子公司及無錫華潤微電子有限公司封裝總廠組合而成。



After the acquisition of the above mentioned Semiconductor related businesses in the PRC during the year, the Group has become one of the largest players in the PRC semiconductor industry and the Group's Semiconductor Business now includes:

- (a) one of the leading fabless design houses in the PRC, using MCU and digital-analogue mixed-signal technology to design mid to high end MOS and SOC systems applied in consumer electronics such as television, hi-fi, DVD and MP3 players, home appliances, telecommunication devices, calculators, electronic toys, voice synthesisers, etc.

This business is carried out by Wuxi China Resources Semico Company Limited, Wuxi INTECH Technology Co., Ltd. and Huake Microelectronics (Shenzhen) Co., Ltd.

- (b) the production facilities, with an annual capacity of some 1.3 million 4-inch to 5-inch wafers, for fabrication, packaging and testing of bipolar IC's and discrete devices used in consumers electronic products such as home appliances, telecommunication devices, precision instruments, energy saving lights, liquid crystal displays, etc.

This business is carried out by the PRC's largest bipolar IC and discrete device manufacturer, Wuxi China Huajing Microelectronics Corporation Limited, China Resources Semiconductor Company Limited, Semicon Technology Company Limited and the Packaging factory of Wuxi China Resources Microelectronics Co., Ltd.



(c) 專業化的 MOS 型集成電路晶圓代工業務，具有線寬 $0.5\mu\text{m}$ 之製造技術、月產二萬片以上6寸晶圓片之產能。是項業務是由無錫華潤微電子有限公司屬下之華晶上華半導體有限公司進行。華晶上華半導體有限公司亦是中國起步最早的專業化半導體晶圓代工廠商，是與香港上華半導體有限公司合資經營。

半導體業務在二零零二年度的營業額較二零零一年的營業額168,464,000港元翻了一番，倍增至337,903,034港元。營業額激增主要因為近期收購的無錫華潤微電子有限公司和集成電路設計公司——矽科帶來貢獻所致。二零零二年度，半導體業務的毛利率良好，錄得29%（二零零一年：29%），經營溢利則為45,416,000港元。

國內的半導體行業目前只能滿足中國集成電路總需求的一小部。過去數年，中國在集成電路的需求以超出30%的年複式增長率的速度強力增長，預期在可見將來增長趨勢依然。中國市場發展潛力巨大，是本集團擴充半導體業務的大好機會。由於本集團半導體業務生產的集成電路屬於技術成熟的消費類集成電路市場產品，又以中國為目標市場，比較起以全球電腦及通訊市場為目標的高端集成電路市場產品，價格波動相對輕微，以致半導體業務可以維持穩定的毛利率。本集團將會繼續深化技術專長，為中國高增長但價格平穩的消費類集成電路市場生產更高檔產品。



(c) a leading joint-venture open foundry operator in the PRC with $0.5\mu\text{m}$ technology and production capacity of some 20,000 6-inch wafers per month. This business is carried out by PRC's first open foundry operator, Wuxi CSMC-HJ Semiconductor Company Limited, a joint-venture between Hong Kong's CSMC Semiconductor Company Limited and Wuxi China Resources Microelectronics Co., Ltd.

The turnover of the Semiconductor Business doubled to HK\$338 million for the year 2002 from the HK\$168 million recorded in 2001. The huge increase was due to the contribution from the recently acquired Wuxi China Resources Microelectronics Co., Ltd. and the fabless design house, Semico. The gross profit margin achieved by the Semiconductor Business was at a respectable 29% (2001 — 29%). The Semiconductor Business achieved an operating profit of HK\$45.4 million for the year 2002.

At present, the domestic semiconductor industry satisfies only a small portion of the total demand for IC's in the PRC, which has been growing at compound annual growth rates of more than 30% over the last few years and expected to do so for the foreseeable future. This represents an excellent potential market for the expansion of the Group's Semiconductor Business. Since the IC's produced by Group's Semiconductor Business belong to the matured technology consumer IC market segment targeting the PRC market, they are relatively immune to volatile price fluctuations found in high end IC market segments meant for global computer and communication markets and thus contribute to the Semiconductor Business's stable gross profit margin. The Group will also continuously enhance its technical expertise to produce higher grade products within this stable-price yet high-growth consumer IC market segment in the PRC.



壓縮機業務

本集團與其少數股東夥伴——日本三洋電機株式會社合作的壓縮機業務是中國內地住宅空調壓縮機四大供應商之一，佔有市場約10%。

在二零零二年度，中國住宅空調機市場出現了熾熱的價格競爭，主要因為以下因素所致：

- (a) 不少小型住宅空調裝嵌商生產的多個品牌低檔次住宅空調在市場上出台。住宅空調的毛利一般比其他家電更豐厚，而且裝配業務比製造業務的入門障礙較低，吸引了低檔次的新競爭對手加入。
- (b) 主要的壓縮機生產商擴充產能，令住宅空調壓縮機行業的整體生產能力上調。

結果空調壓縮機在本年度的價格下調約20%。



Compressor Business

The Group's Compressor Business with Sanyo Electric Co., Ltd. of Japan, a minority partner, is one of the top four suppliers of residential air-conditioner compressor in the PRC with a market share of about 10%.

During the year, 2002, the residential air-conditioner market in the PRC has experienced severe price competition. This was mainly brought about by:

- (a) the proliferation of numerous brands of low end residential air-conditioners marketed and produced by numerous small residential air-conditioner assemblers. The relatively high margin of residential air-conditioners compares to other home appliances and the low entry barrier of assembling, as oppose to manufacturing, attracted new low end entrants.
- (b) The increase in the overall production capacity of the residential air-conditioner compressor industry brought about by the capacity expansion of the leading compressor manufacturers.

Consequently prices of air-conditioner compressors have fallen by some 20% during the year.



雖然二零零二年度出現上述市況，價格下調，但銷量比二零零一年二月至十二月1,636,000台上升18%至1,927,882台。壓縮機業務實現了674,588,983港元的營業額，比二零零一年的732,191,288港元稍微下跌8%，壓縮機業務繼續為本集團帶來非常可觀的經營溢利貢獻額。儘管價格下調，但是在推行材料園產化計劃和成本控制方面繼續取得重大成功，毛利率和經營利率依然立在可觀水平，分別為33%及20%。本項業務在本年度錄得經營溢利133,525,147港元（二零零一年：229,602,527港元）。

由於中國之終端產品空調市場競爭白熱化，住宅空調行業又維持高水平存貨，預期本集團的壓縮機業務在二零零三年依然面對價格壓力。這個情況預計要待終端產品住宅空調市場完成行業整合，中國住宅空調在可見將來的需求消化了目前壓縮機行業內的過剩生產能力，才會好轉過來。



Despite the above mentioned market condition and price reduction for the year 2002. Sales volume, increased by 18% to 1,927,882 units compared to 1,636,000 units from February to December 2001. Turnover amounted to HK\$675 million. This represents a decrease of 8% over the HK\$732 million for the year 2001. The Compressor Business has continued to make a significant contribution to the Group's operating profit. Despite the price reduction, both gross and operating margins are still at respectable levels of 33% and 20% respectively because of continual successful material localisation program and tight cost controls. An operating profit of HK\$133 million was achieved during the year (2001: HK\$230 million).

As the competition at the end-product air-conditioner market in the PRC becomes keener, couple with the high inventory level of the entire residential air-conditioner industry, the Group's Compressor Business for the year 2003 is expected to continue facing price pressure. The situation is not expected to improve in the short term until the consolidation of the end product residential air-conditioner market is over and the excess production capacity of the compressor industry is digested by the foreseeable increase in demand for residential air-conditioners in the PRC.



本集團於二零零二年進行了第四期擴產計劃，擴充C-R20F系列旋轉式壓縮機生產量，令壓縮機業務年產量增加600,000台，達至2,800,000台。二零零三年二月，第四期擴產計劃的第二生產線已開始商業投產，生產能力更強的C-R25F及C-R33F系列旋轉壓縮機。該生產線帶來額外約300,000台之年產能力，將壓縮機業務的總年產能力增至3,100,000台。住宅空調壓縮機市場在未來數年完成行業整合，相信本集團屆時定可抓緊中國內地新購及替換住宅空調市場湧現的龐大潛在需求。中國的住宅空調市場也會因為：(i)中國內地人民日益富裕，(ii)城市的住宅空調滲透率不高，只有約30%，加上(iii)空調一般在使用七至八年後即需更換等因素而繼續上揚。

二零零二年四月十六日，沈陽華潤三洋壓縮機有限公司和沈陽盛潤三洋壓縮機有限公司就壓縮機業務，與日本合營伙伴——三洋電機株式會社訂立一項特許權協議。根據該協議，三洋電機株式會社授權該兩間公司就壓縮機業務特許使用「三洋」商標，為期五年，屆滿後可再續期。該措施增強了與日本合資伙伴在壓縮機業務方面的合作。本集團視持續提升與三洋電機株式會社的關係及合作為主要業務策略，能為本公司壓縮機業務在本地和海外的市場帶來長期利益。

The annual production capacity of the Compressor Business has increased by 600,000 units to 2,800,000 units as a result of Phase IV expansion of C-R20F series rotary compressor production capacity during 2002. In February 2003, the line 2 of the phase IV expansion has already commenced commercial production of the higher capacity C-R25F & C-R33F series rotatory compressors, this line will add some 300,000 units annual capacity and increase the total annual capacity of the Compressor Business to 3,100,000 units. Once the consolidation of the residential air-conditioner market completes in the next couple of years, the Group is well poised to capture the huge potential demand for the residential air-conditioner in both new and replacement markets in PRC, which will continue to be brought about by (i) growing affluence among the population, (ii) low penetration rate of residential air-conditioners which is about 30% in the cities, and (iii) replacement needs of air-conditioners after 7 to 8 years' usage.

On 16th April, 2002, each of the China Resources (Shenyang) Sanyo Compressor Co., Ltd., and Shenyang Shengrun Sanyo Compressor Co. Ltd. of the Compressor Business has entered into a Licence Agreement with its Japanese joint-venture partner, Sanyo Electric Co. Ltd. in which the latter licensed certain of its trademark for use by the Compressor Business for a renewable term of 5 years. This further enhances the Compressor Business's co-operation with its Japanese joint-venture partner. The Group views the continual enhancement of relationship and co-operation with Sanyo Electric Co. Ltd. as a key business strategy which will bring long term benefits to the Compressor Business for both its local and overseas markets.



辦公室傢具業務

本集團是中國內地專門生產高檔辦公室傢具的生產商和供應商之一，集團品牌街知巷聞，得到客戶廣泛支持。目前，本集團擁有超過20條區域分銷渠道遍布中國各地，其中8間分行更位於各大主要城市。

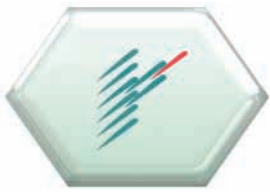
本項業務在二零零二年度實現了146,037,789港元的營業額，經營溢利2,460,000港元（二零零一年：分別為146,562,676港元及10,530,617港元）。本年度市場競爭熾熱，稍微削弱了辦公室傢具業務的收入和營業溢利。預期在可見未來，辦公室傢具業務的貢獻額應該不大。



Office Furniture Business

The Group's Office Furniture Business is one of the leading quality office furniture manufacturers and suppliers in mainland China. Its brand name is widely known and well-received in mainland China. At present, the Office Furniture Business has over 20 regional distribution channels across mainland China including 8 branches in major cities.

Turnover for the year 2002 amounted to HK\$146 million with an operating profit of HK\$2.46 million (For 2001, they were HK\$147 million and HK\$11 million respectively.). Current period's competitive market has slightly eroded the revenue and operating profits of the Office Furniture Business. The contribution from the Office Furniture Business is not expected to be significant for the foreseeable future.



資訊科技業務

本公司的全資附屬公司——潤聯國際網絡有限公司（「潤聯」）負責本集團的資訊科技服務。潤聯提供的服務和產品種類包括商業顧問服務、企業應用、基建服務、增值資訊科技產品分銷服務、零售解決方案以及內容管理服務等等。

潤聯目前的主要客戶是華潤(集團)有限公司及其附屬公司，為潤聯建立起穩固的客戶基礎和穩定收入。資訊科技業務於二零零二年度的營業額為38,688,473港元，營業溢利3,631,976港元（二零零一年：分別為54,575,157港元及1,300,000港元）。

二零零三年一月，本集團以10,982,264港元的對價，將資訊科技業務出售給華潤（集團）有限公司。本項對價相當於資訊科技業務於二零零二年十二月三十一日的資產淨值。本項投資的調配落實本集團的資源匯合，集中投放在半導體及壓縮機業務上。

前景

本集團會致力謀求實質增長，積極對外收購，努力尋求與海外和國內企業合組策略合作伙伴的機遇，繼續拓展集團業務，尤其是半導體業務和壓縮機業務。



Information Technology ("IT") Business

The Group's IT Business was carried out through Resources Link Network Limited ("Resolink"), a wholly owned subsidiary of the Company. The range of services and products provided by Resolink include, inter alia, business consulting services, enterprise applications, infrastructure services, value-added IT product distribution services, retail solutions and content management.

The major customer of Resolink is China Resources (Holdings) Company Limited and its subsidiaries. This provides Resolink with a solid customer base and steady income. Turnover for the IT Business amounted to HK\$38 million for 2002 with an operating profit of HK\$4 million (For 2001, they were HK\$54 million and HK\$1 million respectively).

In January 2003, the Group disposed of the IT Business to China Resources (Holdings) Company Limited at a consideration of HK\$10,982,264 which is equivalent to the net asset value of the IT Business as at 31st December, 2002. The divestment will enable the Group to focus its resources on the Semiconductor and Compressor Businesses.

Prospects

The Group will continue to expand in particular, its Semiconductor Businesses and Compressor Business, by organic growth, external acquisitions and by exploring the forming of strategic partnerships with both overseas and Chinese enterprises.

在半導體業務方面，本集團應可繼續憑藉中國技術成熟的消費類集成電路急劇增長的需求而受惠。收購中國華晶集團為本集團創出了生產台階，推進本集團躋身中國半導體生產商龍頭之一。在收購矽科之後，大大豐富了本集團的消費類集成電路產品組合，提升了在中國集成電路設計方面的領先地位。特別是本集團更已從美國硅谷引進了高質素的設計人才，正致力於建設掌握先進設計方法的核心技術團隊。上述的收購舉措不但鞏固了半導體業務，更為進一步爭取中國半導體市場奠定良好基礎。

本集團已經晉身為中國技術成熟消費類集成電路市場的領導，在製造封裝雙極集成電路及分立器件上、經營集成電路設計、提供0.5 μ m技術晶圓片加工上享有舉足輕重的地位。本集團預期二零零三年和其後年度的營業額中，半導體業務的收益貢獻會佔有相當比重。本集團將致力招攬優秀專才、與外國伙伴結成策略聯盟和科技聯盟，提升本身在消費類集成電路市場中的技術實力。

至於壓縮機業務方面，雖然要面對短期的價格競爭，但本集團對於本項業務的長遠增長潛力表現十足信心。當第四期擴產計劃於二零零三年竣工後，本集團的壓縮機年產量將可由目前約2,800,000台提升至3,100,000台，而本集團也可在中國住宅空調市場完成整合後，爭取更大的市場份額，抓緊住宅空調市場長遠的龐大潛在需求。本集團也會開發海外市場，透過目前與日本合營企業伙伴之間的合作，加強產品的研發工作，提升市場份額，豐富本身

For the Semiconductor Businesses, the Group will continue to benefit from the rapidly increasing demand in the PRC for matured technology consumer IC's. The acquisition of China Huajing Group provided the Group with the manufacturing platform to catapult the Group into one of the largest semiconductor manufacturers in the PRC. With the acquisition of Semico, the Group has become a leading IC design house in the PRC and also significantly increased its consumer IC's product portfolio. The Group has further recruited a high calibre doctorate design expert from the United States Silicon Valley to develop a core design team with advance design capability. These acquisitions further strengthen the foundation of the Semiconductor Business for further penetration into the PRC semiconductor market.

The Group has become the market leader in the matured technology consumer IC market segment of the PRC with dominant positions in manufacturing and packaging bipolar IC's and discrete devices; operating fabless design house as well as providing open foundry service up to 0.5 μ m technology. The Group foresees the revenue contribution from its Semiconductor Business to account for a very significant share of the Group's total revenue in 2003 and thereafter. The Group will strive to continually enhance its technical capability within the consumer IC market segment via infusion of talents and forging strategic and technical alliances with foreign partners.

For the Compressor Business, the Group is confident of its long term potential despite the short term aberration of competitive pricing situation. By increasing its annual production capacity from the current 2.8 million units to 3.1 million units of compressor upon the completion of Phase IV expansion in 2003, the Group's Compressor Business will strive to enlarge its market share in PRC to capture the huge potential demand for residential air-conditioners in the longer term once consolidation in the residential air-conditioner market is completed. The Group would also explore tapping into overseas market and

的產品組合之餘，亦緊貼最新的冷凍技術，提高本身的競爭力。本集團目前是國內四大空調壓縮機生產商之一，供應10%以上的住宅空調壓縮機市場，預期壓縮機業務可望穩步上揚，最終成為本集團主要現金來源，帶來更多現金流量和資金，投資其他如半導體的高增長行業。

財務回顧

配售現有股份及認購新股份與兌換可換股債券

二零零二年五月九日，本公司的控股股東——華潤(集團)有限公司(「華潤集團」)向獨立承配人配售本公司290,000,000股現有股份，以及向本公司按每股作價0.94港元認購170,000,000股新股份。同日，本公司收到華潤集團發出的兌換通知，將所持的全部可換股債券按每股0.9108港元兌換為本公司的股份。本公司於二零零一年二月一日向華潤集團發行該等可換股債券，票面息率2厘，於發行日期三週年到期。兌換的本金額連利息共855,868,569港元，其中4,153,569港元是二零零二年二月一日至二零零二年四月三十日止的利息。現有股份已於二零零二年五月十四日完成配售，新股份亦已於二零零二年五月二十三日完成認購，而可換股債券則已於二零零二年五月十五日完成兌換。本公司因此收到現金淨額156,000,000港元，已發行股本由151,000,000港元增至262,000,000港元，以及債務削減852,000,000港元。本公司的公眾持股量和市值亦因此大幅上升。

enhance its product research and development through co-operation with its existing joint-venture Japanese partner, with the ultimate aim to enhance its market reach, product portfolio and keeping up with the latest cooling technology to increase competitiveness. As one of the top four air-conditioner compressor manufacturers supplying some 10% of the residential air-conditioner compressor market, the Group envisages the Compressor Business to grow steadily and eventually become the Group's cash cow to provide cash flow and funds to invest in other high growth industry such as semiconductor.

FINANCIAL REVIEW

Placement of existing shares and subscription of new shares and conversion of convertible bonds

On 9th May, 2002, China Resources (Holdings) Company Limited ("CRH"), the controlling shareholder of the Company, placed 290,000,000 existing shares of the Company to independent placees and subscribed from the Company 170,000,000 new shares of the Company at HK\$0.94 per share. On the same date, the Company has received a notice of conversion from CRH to convert all convertible bonds it held into shares of the Company at HK\$0.9108 per share. The convertible bonds were issued by the Company to CRH on 1st February, 2001 with 2% coupon rate and maturity date being the 3rd anniversary of the date of issue. The total principal and interests to be converted are HK\$855,868,569, with HK\$4,153,569 being the interests from 1st February, 2002 to 30th April, 2002. The placement of existing shares and subscription of the new shares were completed on 14th May, and 23rd May, 2002 respectively whilst conversion was completed on 15th May, 2002. As a result, the Company has received net cash proceed of HK\$156 million, issued share capital increased from HK\$151 million to HK\$262 million and debt reduced by HK\$852 million. The public float and market capitalisation of the Company have also substantially increased.

現金流量

年內，本集團經營業務的現金流量保持強勁，並產生現金流入量241,298,000港元，較去年輕微減少8%。本年五月的配售及年內成功完成收購矽科及中國華晶集團亦分別替本集團產生現金流入淨額155,628,000港元及136,752,000港元。

所產生現金用作本集團資本性開支達349,022,000港元、支付236,000,000港元的壓縮機業務第四期擴產計劃、提供半導體業務擴充的資金54,000,000港元及償還借貸淨額125,201,000港元。年內本集團有現金流入淨額152,055,000港元及現金結存較去年增加59%至410,693,713港元。現金結存其中65%及23%分別為人民幣及港元，而其餘為美元及日元。

流動資金和財務資源

本集團政策為僅使用經營業務所得現金流量及適當水平的借貸作為主要擴展及收購所需融資的主要資金來源。於年末，本集團有借貸總額945,533,377港元，較去年下調8%。於年結日，本集團借貸淨額為534,839,664港元。於年末，本集團的負債比率（按借貸淨額除資產淨值計算）為27%，較去年的102%有重大改善。此乃由於上文所述852,000,000港元可換股債券的成功兌換得以改善。此外，流動比率（流動資產與流動負債之比例）維持在1.4倍的良好水平。整體而言，本集團的流動資金為健全及穩定。

Cash Flow

The cash flow from operations of the Group remains strong and generated positive cash flow of HK\$241 million in the year which represented a slight decrease of 8% compared to that of last year. The Placement in May this year and successful completion of the acquisition of Semico and China Huajing Group during the year have also generated net cash inflow of HK\$156 million and HK\$137 million to the Group respectively.

The cash so generated was used in financing the capital expenditure of the Group that amounted to HK\$349 million. HK\$236 million was deployed on the Phase IV expansion of the Compressor Business, HK\$54 million to provide funding for the expansion of the Semiconductor Business and net repayment of borrowings of HK\$125 million. The Group has net cash inflow of HK\$152 million for the year and cash balance increased by 59% over that of last year to HK\$411 million. Among the cash balance 65% and 23% were denominated in Renminbi and Hong Kong dollar respectively and the remaining in US dollar and Japanese Yen.

Liquidity and Financial Resources

It is the Group's policy to use only the cash flow generated from operations and appropriate level of borrowings as the principal source of fund to finance major expansion and acquisition. As at the end of the year, the Group has total borrowings of HK\$946 million which was 8% lower than that of last year. The net borrowings of the Group was HK\$535 million as at the year end date. The gearing ratio of the Group at the end of the year, calculated as net borrowings over net assets, was 27%, representing a tremendous improvement over last year's 102%. The improvement was attributed to the successful conversion of the HK\$852 million convertible bond as mentioned above. In addition, the current ratio (ratio of current assets to current liabilities) was maintained at the healthy level of 1.4. On the whole, the liquidity of the Group is considered as healthy and stable.

本集團的借貸總額945,533,377港元來自負息銀行貸款及其他貸款兩個途徑。負息銀行貸款的75%及5%分別需於一年內及兩年內償還，其餘需於五年內償還。人民幣貸款佔負息銀行貸款88%，而其餘貸款為港元貸款。所有人民幣負息銀行貸款的條款均為固定利率。

本集團獲授800,000,000港元的循環信貸及定期貸款備用額於二零零七年到期。備用額為無抵押，並以港元浮動利率計息。於二零零二年末，僅使用備用額的7.5%。備用額聯同良好的經營業務現金流量為集團提供充裕資金來源作未來擴展。

其他借貸429,631,000港元包括年內收購半導體業務的貸款。於年末，其中一項為免息貸款達339,000,000港元，並需於二零零五年末前分六期償還。其他款項需於二零零四年前償還。所有其他借貸均以人民幣結算。

於年結日，本集團有332,433,000港元的質押資產作為本公司附屬公司獲授借貸及一般銀行備用額的抵押。

除上文所述已承諾的備用額，本集團並無其他已承諾借貸備用額。在日常流動資金管理方面，為了維持資金靈活，本集團已經取得往來銀行批出足夠的無承諾短期備用額。

The Group's total borrowings of HK\$946 million came from two sources namely Interest Bearing Bank Loans and Other Borrowings. 75% and 5% of the Interest Bearing Bank Loans are repayable within one year and two years respectively, the rest are repayable within 5 years. Renminbi denominated loans accounted for 88% of the Interest Bearing Bank Loans with the remaining loan denominated in HK dollar. All Renminbi Interest Bearing Bank Loans are on fixed interest rate terms.

The Group has been granted a HK\$800 million revolving credit and term loan facilities with maturity in 2007. The facility is unsecured and with floating HK dollar interest rate. Only 7.5% of the facility has been drawn down at the end of the year 2002. The facility together with healthy operating cash flow has provided sufficient source of fund for foreseeable expansion.

Other Borrowings of HK\$430 million comprised loans of the Semiconductor Business acquired during the year. At the end of the year, one of the loans amounted to HK\$339 million is interest free and repayable before the end of year 2005 by 6 installments. The other amounts are repayable before 2004. All Other Borrowings were denominated in Renminbi.

As at the year end date the Group has HK\$332 million of pledged assets to secure some of the borrowings and general banking facilities granted to subsidiaries of the Company.

Other than the above mentioned committed facilities, the Group has no other committed borrowing facilities. For day-to-day liquidity management and maintaining flexibility in funding, the Group has managed to obtain sufficient uncommitted short-term facilities from banks.

財務管理和庫務政策

本集團的財務風險管理是香港總部的司庫責任。本集團的司庫政策以管理外幣匯兌波動風險為重要宗旨。本集團一貫的政策是不參與任何外匯投機活動。

本集團大部份資產和負債均以港元和人民幣為計算單位，而小部份應付款項以日圓及美元為計算單位。本集團預期不會面對重大的外匯波動風險。

資本結構

配售事項、認購事項和兌換事項已基本改善本集團的資本結構。於年末，本集團有1,502,342,609港元的股東資金，比去年增加1,099,299,948港元，升幅為273%。

為了應付日後有可能派付的股息，本公司於二零零二年四月二十五日宣佈削減股份溢價賬534,000,000港元，並動用本公司實繳盈餘中56,000,000港元抵銷本公司590,000,000港元的累計虧損。是項建議已於二零零二年五月二十七日舉行的股東大會上通過，並於二零零二年五月二十八日生效。於二零零二年十二月三十一日，本公司的保留盈利合共153,563,000港元。

Financial Management and Treasury Policy

The financial risk management of the Group is the responsibility of the Group's treasury function at the head office in Hong Kong. One of the crucial objectives of the Group's treasury policies is to manage its exposure to fluctuation in foreign currency exchange rates. It is the Group's policy not to engage in speculative activities.

Most of the Group's assets and liabilities are denominated in Hong Kong dollars and Renminbi with some payables denominated in Japanese Yen and US dollar. The Group does not expect significant exposure to foreign exchange fluctuations in this regard.

Capital Structure

The Placement, Subscription and Conversion has fundamentally improved the capital structure of the Group. As at the year end date the shareholders' fund of the Group was HK\$1,502 million, representing an increase of HK\$1,099 million or 273% compared to that of last year.

To prepare for possible distribution of dividends in the future, the Company has announced on 25th April, 2002, it would undergo reduction of share premium account of the Company by HK\$534 million and application of contributed surplus account of the Company by HK\$56 million to offset its accumulated losses of HK\$590 million. The proposals have been approved in the shareholders' meeting held on 27th May, 2002 and became effective on 28th May, 2002. As at 31st December, 2002, the retained earnings reserve amounted to HK\$154 million.

重大投資、收購和出售事項

年內直至本報告日期，本集團已完成以下重大投資、收購和出售事項：

- (a) 於二零零二年九月二十九日，本集團簽署一項協議收購中國華晶集團全部股權，現金代價為人民幣20,000,000元（約相等於18,900,000港元）。該項交易已於二零零二年十二月三日完成。
- (b) 於二零零二年二月二十七日及二零零二年八月二十九日，本集團分別簽署兩項協議收購矽科的55%及45%權益，現金總代價約人民幣41,000,000元（約相等於39,000,000港元）。該等交易已分別於二零零二年三月及十月完成。因此，從二零零二年十月起，矽科成為本集團全資附屬公司。
- (c) 於二零零二年九月六日，本集團簽署一項協議收購其51%附屬公司深圳科鵬微電子有限公司全部資產及負債，現金代價人民幣9,280,000元（約相等於8,754,717港元）。
- (d) 於二零零二年十月八日，本集團削減其於深圳華潤達實智能科技有限公司（「達實」）持股量由60%至36%，而導致達實成為本集團聯營公司。

SIGNIFICANT INVESTMENTS, ACQUISITIONS AND DISPOSALS

During the year and up to the date of this report the Group has completed the following significant investments, acquisitions and disposals:

- (a) On 29th September, 2002, the Group entered into an agreement to acquire the entire equity interest of the China Huajing Group with a cash consideration of RMB20 million (equivalent to approximately HK\$18.9 million). The transaction was completed on 3rd December, 2002.
- (b) The Group entered into two agreements to acquire the 55% and 45% interest of Semico on 27th February, 2002 and 29th August, 2002 respectively with total cash consideration of approximately RMB41 million (equivalent to approximately HK\$39 million). The transactions were completed in March and October 2002 respectively. As a result, Semico became the Group's wholly owned subsidiary from October 2002 onwards.
- (c) On 6th September, 2002, the Group entered into an agreement to acquire the entire assets and liabilities of its 51% subsidiary Shenzhen Kope Microelectronics Co., Ltd. with a cash consideration of RMB9,280,000 (equivalent to approximately HK\$8,754,717).
- (d) On 8th October, 2002, the Group has reduced its shareholding in Shenzhen CRC & DAS Smartech Co., Ltd. ("DAS") from 60% to 36%, with the result that DAS becomes an associated company of the Group.

(e) 自壓縮機業務第四期擴產計劃於二零零一年十月開始以來，本集團累積開支達249,000,000港元，其中236,000,000港元已於二零零二年內使用。該計劃目前按進度施行順利，並預期將於二零零三年四月完成。

(f) 於二零零三年一月二日，本集團與華潤集團訂立一項協議，以現金代價約11,000,000港元出售eSources Limited的100%股權。eSources Limited持有潤聯國際網絡有限公司的100%股權，而潤聯國際網絡有限公司進行本集團全部資訊科技業務。該項交易已於二零零三年一月完成。

上述各項交易的目的及影響已在上文業務回顧一節中論述。

持續經營業務

以目前的財政預測和現時可供動用的備用額計算，本集團具備充裕的財務資源在可見將來持續經營業務。因此，編製財務報表時仍然採用持續經營業務基準。

購股權計劃

於二零零一年十一月二十六日，本公司終止於一九九四年十月十五日採納的購股權計劃（「舊購股權計劃」）；由於香港聯合交易所有限公司（「聯交所」）更改有關購股權計劃的證券上市規則（「上市規則」），故本公司採納了全新購股權計劃（「新購股權計劃」）。於二零零二年二月二十一日，本公

(e) The Group has spent a cumulative total of HK\$249 million on the Phase IV expansion project of the Compressor Business since the project commenced in October 2001. Out of this, a sum of HK\$236 million was spent in 2002. The project is proceeding satisfactorily according to original time schedule and is expected to complete in April 2003.

(f) On 2nd January, 2003, for a cash consideration of approximately HK\$11 million, the Group entered into an agreement with CRH to sell its 100% equity interest in eSources Limited, which holds 100% equity interest in Resources Link Network Limited which in turn carried out all of the Group's information technology operations. The transaction was completed in January 2003.

The objective and effect of the above transactions were discussed in the above Business Review section.

GOING CONCERN

On the basis of current financial projections and facilities available, the Group has adequate financial resources to continue its operation for the foreseeable future. For this reason, the going concern basis continues to be adopted in preparing the financial statements.

SHARE OPTION SCHEME

On 26th November, 2001, the Company has terminated the share option scheme of the Company adopted on 15th October, 1994 (the "Old Share Option Scheme") and adopted a new share option scheme (the "New Share Option Scheme") as a result of changes in Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange of Hong Kong Limited (the "Stock Exchange") in

司取得股東批准後修訂新購股權計劃，藉此放寬有權參與新購股權計劃的參與者的範圍。

舊購股權計劃及新購股權計劃概要載於董事會報告書，有關該等計劃各自的變動詳情，載於董事會報告書及財務報表附註26內。

獎勵僱員

於二零零二年十二月三十一日，本集團在香港和中國僱用約6,360名員工。本集團重視人力資源，深明吸納和挽留優秀員工是本集團繼續致勝之道。本集團會按若干員工的個別表現發放花紅及購股權。本集團相信此舉定可協助本集團吸納及挽留優秀人才，同時鼓勵員工發揮最佳的表現。

致謝

本集團有賴各股東的鼎力支持和全體員工努力不懈的竭誠服務以達至本集團的目標，本人謹代表董事會向彼等致以深切謝意。

承董事會命
主席
宋 林

香港，二零零三年四月二日

relation to share option scheme. On 21st February, 2002, upon approval of its shareholders, the Company amended the New Share Option Scheme to widen the scope of participants that are eligible to participate in the New Share Option Scheme.

A summary showing the Old Share Option Scheme and the New Share Option Scheme and their respective movements are detailed in the Report of Directors and in Note 26 to the financial statements.

REWARD FOR EMPLOYEES

As at 31st December, 2002, the Group employs approximately 6,360 employees in Hong Kong and the PRC. The Group values human resources and recognises the importance of attracting and retaining quality staff for its continuous success. Staff bonus and share options are granted to certain employees basing on individual performance. The Group believes this will assist the Group to attract and retain quality staff at the same time encourage the employees to give their best performance.

APPRECIATION

On behalf of the Board, I would like to express my appreciation and gratitude to our shareholders for their support and all the Group's employees for their hard work and dedication in carrying out their duties and in achieving the Group's business goal.

On behalf of the Board
SONG LIN
CHAIRMAN

Hong Kong, 2nd April, 2003