

董事報告書

Directors' Report

董事同寅謹將截至二零零三年六月三十日止年度之董事報告書及經審核財務賬項呈覽。

主要業務

本公司乃一間投資控股公司，其主要附屬公司之業務為物業投資及發展。

主要附屬公司之主要業務載於財務賬項附註第38項內。

主要客戶及供應商

於本年度內，本集團五大客戶之總營業

The Directors have pleasure in presenting their report and the audited financial statements for the year ended 30th June, 2003.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The activities of its principal subsidiaries are property investment and development.

The principal activities of the principal subsidiaries are set out in note 38 to the financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the percentage of the turnover attributable to the Group's five



額佔本集團總營業額少於30%；及本集團五大供應商之採購總額佔本集團採購總額少於30%。

業績及分配

本集團截至二零零三年六月三十日止年度之業績載於第22頁綜合收益表內。

本公司於本年度內已向股東派發中期股息分派每股港幣2仙，董事現建議派發末期股息分派每股港幣2仙予二零零三年十二月十九日名列股東名冊之股東，使本年度之股息分派總額合共為每股港幣4仙。

largest customers in aggregate was less than 30% of the total turnover of the Group and the percentage of purchases attributable to the Group's five largest suppliers in aggregate was less than 30% of the total purchases of the Group.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 30th June, 2003 are set out in the consolidated income statement on page 22.

An interim distribution of 2 Hong Kong cents per share was paid to the shareholders of the Company during the year. The Directors now recommend the payment of a final distribution of 2 Hong Kong cents per share to the shareholders of the Company on the register of members on 19th December, 2003 which, in aggregate, gives total distributions for the year of 4 Hong Kong cents per share.

物業、機器及設備及投資物業

於二零零三年六月三十日，本集團按公開市場現時使用基準重估其投資物業，因重估而產生減值合共港幣40,000,000元已於收益表支銷。

本集團物業、機器及設備及投資物業之變動詳情分別載於財務賬項附註第12及第13項內。

本集團於二零零三年六月三十日所持有投資物業分析載於第78頁。

發展中物業

於本年度內，本集團由發展中物業所產生額外直接成本為港幣278,105,000元。

本集團發展中物業之上述及其他變動詳情載於財務賬項附註第14項內。

購買、出售或贖回上市證券

於本年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

有關連之交易

於上年度內，本公司一間名為達力管理(北京)有限公司全資附屬公司，向本集團一間非全資附屬公司北京利暉房地產開發有限公司(「借款人」)提供一項貸款合共美金12,750,000元，用作支付位於中華人民共和國(「中國」)之發展中物業費用。該貸款之利率為美金優惠利率，應於貸款日起計三年內償還，借款人可在貸款期屆滿前六個月預先通知，再延期三年。於本年度內，達力管理(北京)有限公司就該等貸款獲取利息收入港幣4,460,000元。

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

At 30th June, 2003, the Group revalued its investment properties on an open market, existing use basis. The deficit arising on revaluation amounting to HK\$40,000,000 has been charged to the income statement.

Details of movements in the property, plant and equipment and investment properties of the Group are set out in notes 12 and 13 to the financial statements, respectively.

An analysis of investment properties held by the Group at 30th June, 2003 is set out on page 78.

PROPERTIES UNDER DEVELOPMENT

During the year, the Group incurred additional direct costs attributable to properties under development amounting to HK\$278,105,000.

Details of the above and other movements in the properties under development of the Group are set out in note 14 to the financial statements.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

CONNECTED TRANSACTION

Dynamic Management (Beijing) Limited, a wholly-owned subsidiary of the Company granted a loan amounting to US\$12,750,000 in the prior years to a non-wholly owned subsidiary of the Company, Beijing Longfast Property Development Co., Ltd. (the "Borrower") for the purpose of financing property under development in the People's Republic of China (the "PRC"). The loan bears interest at U.S. dollar prime rates and is repayable within three years from the date of advance which may be extended for a further three years by giving six months' notice in advance by the Borrower before the expiry of the term. During the year, interest income of HK\$4,460,000 was received by Dynamic Management (Beijing) Limited in respect of the loan.

有關連之交易 (續)

本公司獨立非執行董事認為上述交易屬本集團在日常業務中，按一般商務條款而進行，對本公司股東而言乃屬公平合理。

董事

於本年度內及截至本報告書日期止，本公司之董事如下：

執行董事：

蔡黎明先生 (主席)

CONNECTED TRANSACTION (Continued)

In the opinion of the Independent Non-executive Directors of the Company, the above transaction was conducted in the ordinary and usual course of business of the Group, on normal commercial terms and fair and reasonable as far as the shareholders of the Company are concerned.

DIRECTORS

The Directors of the Company during the year and up to the date of this report were as follows:

Executive Directors:

Mr. Chua Domingo, *Chairman*



彭傑文先生 (行政總裁)

陳永年先生

陳俊望先生

張志明先生

獨立非執行董事：

莊劍青先生

Sy Robin 先生

根據本公司之公司細則第99條，彭傑文先生及莊劍青先生須輪席告退，惟彼等均願膺選連任。

Mr. Pang Kit Man, John, *Chief Executive Officer*

Mr. Tanenglian Mariano Chua

Mr. Tan Lucio Jr. Khao

Mr. Cheung Chi Ming

Independent Non-executive Directors:

Mr. Chong Kim Chan, Kenneth

Mr. Sy Robin

In accordance with Bye-Law 99 of the Company's Bye-Laws, Messrs. Pang Kit Man, John and Chong Kim Chan, Kenneth will retire by rotation and, being eligible, will offer themselves for re-election.

董事 (續)

除根據本公司之公司細則第99條輪席告退另有規定外，所有受委任之獨立非執行董事之服務合約均為兩年期。

董事之股份權益及淡倉

於二零零三年六月三十日，根據證券及期貨條例（「該條例」）第352條須存置之權益名冊所載，董事及彼等聯繫人仕擁有本公司股份之權益（按該條例定義）如下：

DIRECTORS (Continued)

All Independent Non-executive Directors have been appointed, subject to retirement by rotation in accordance with the Company's Bye-Law 99, for a term of two years in accordance with the service contracts.

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES

As at 30th June, 2003, the interests of the Directors and their associates in the shares of the Company (within the meaning of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be maintained under Section 352 of the SFO were as follows:

董事名稱	Name of Director	所持有之股份數目 (好倉)		本公司已發行 股本百分比 Percentage of the issued share capital of the Company
		個人權益 Personal interests	公司權益 Corporate interests	
蔡黎明先生 (附註)	Mr. Chua Domingo (note)	4,000,000	89,321,279	42.59%
彭傑文先生	Mr. Pang Kit Man, John	900,000	—	0.4%

附註：蔡黎明先生之公司權益乃透過 Dynamic Development Corporation 而持有，而 Carnation Investments Inc. 則全資擁有 Dynamic Development Corporation，蔡黎明先生並為 Carnation Investments Inc. 唯一股東。

Note: The corporate interests of Mr. Chua Domingo were held through Dynamic Development Corporation. Dynamic Development Corporation is wholly-owned by Carnation Investments Inc. of which Mr. Chua Domingo is the sole shareholder.

除上文所披露者外，董事及彼等聯繫人仕於二零零三年六月三十日概無在本公司或其任何聯營公司（定義見該條例）的任何股份、相關股份或債券中擁有任何權益或淡倉；或依據上市公司董事進行證券交易之標準守則須知會本公司及香港聯合交易所有限公司（「聯交所」）。

Save as disclosed above, none of the Directors or their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations as defined in the SFO as at 30th June, 2003; or would required, pursuant to Model Code for Securities Transactions by Directors of the Listed Companies, to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

董事購買股份或債券之權利

本公司於二零零一年十二月二十一日採納一項新優先認股權計劃（「優先認股權計劃」）。

採納優先認股權計劃旨在為董事、員工及合資格參與者提供獎勵，並於二零零一年十二月二十日屆滿。根據優先認股權計劃，本公司董事會可向本公司及其附屬公司執行董事、員工及依據優先認股權計劃由本公司董事會酌情決定合資格參與者，授予可認購本公司股份之優先認股權。每股認購價格不少於(i)授予優先認股權當日在聯交所上市之本公司股份收市價；(ii)僅接授予優先認股權日期前五個營業日在聯交所之本公司股份平均收市價；及(iii)本公司股份面值三者之較高者。根據優先認股權計劃可授予優先認股權股份數目最多為於優先認股權計劃獲批准當日本公司已發行股份之10%。倘悉數行使會導致董事、員工或合資格參與者在任何十二個月內可認購總額超逾本公司已發行股本1%，他或她均不可授予優先認股權。按照優先認股權計劃，可行使授予優先認股權時間為本公司董事會通知期限，惟不得超過自授予之日起計十年。接受每一優先認股權之授予須支付代價港幣1元。

於本年度內，本公司任何董事概無根據優先認股權計劃獲授予或行使優先認股權，及於二零零三年六月三十日及二零零二年六月三十日並無尚未行使之優先認股權。

除上述段落所說明外，本公司或其任何附屬公司於本年度內並無訂立任何安排，可使本公司董事藉購買本公司或任何其他法人團體之股份或債券而獲益。於本年度內，本公司董事、彼等配偶或18歲以下子女概無任何權力、或行使任何該等權力以認購本公司之證券。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

The Company adopted a new share option scheme on 21st December, 2001 (the "Share Option Scheme").

The Share Option Scheme was adopted for the purpose of providing incentives to Directors, employees and eligible participants and will expire on 20th December, 2011. Under the Share Option Scheme, the Board of Directors of the Company may grant options to Executive Directors, employees of the Company and its subsidiaries and such eligible participants at the discretion of the Board of Directors of the Company pursuant to the terms of the Share Option Scheme, to subscribe for shares of the Company at a price per share not less than the highest of (i) the closing price of a share of the Company listed on the Stock Exchange at the date of grant of the option; (ii) the average of the closing price of a share of the Company on the Stock Exchange for the five trading days immediately preceding the date of grant of the option; and (iii) the nominal value of a share of the Company. The maximum number of shares in respect of which options shall be granted under the Share Option Scheme shall not exceed 10% in aggregate of the issued share capital of the Company at the date of its adoption. No Director, employee or eligible participant may be granted options under the Share Option Scheme which will enable him or her if exercise in full to subscribe for exceeding 1% of the issued share capital of the Company in any 12-month period. The option period for which the options granted can be exercisable, shall be such period as notified by the Board of Directors of the Company, save that it shall not be more than 10 years from the date of grant, subject to the terms of the Share Option Scheme. Nominal consideration of HK\$1 is payable on acceptance of each grant.

No share option was granted to or exercised by any of the Company's Directors under the Share Option Scheme during the year and there were no share options outstanding as at 30th June, 2003 and 30th June, 2002.

Other than as described in the previous paragraphs, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate and none of the Directors of the Company, their spouses or children under the age of 18, had any rights to subscribe for securities of the Company, or had exercised any such rights during the year.

董事之服務合約

擬於即將召開股東週年大會上膺選連任之董事，概無與本公司或其任何附屬公司訂立不可由本集團於一年內終止而毋須作出賠償(法定賠償除外)之服務合約。

董事於重大合約中之權益

除於財務賬項附註第37項內披露者外，本公司或其任何附屬公司於年終或本年度內訂立之重大合約中，本公司各董事概無涉及與擁有直接或間接之重大權益。

主要股東

於二零零三年六月三十日，根據該條例第336條規定須存置之權益名冊所載，主要股東(本公司董事除外)擁有本公司股份之權益如下：

股東名稱

普納集團有限公司 (附註)

附註：普納集團有限公司之權益乃透過其全資附屬公司普納投資有限公司而持有。

除上文所披露及有關蔡黎明先生之權益披露外，於二零零三年六月三十日，根據該條例第336條規定，本公司概無接獲任何本公司相關股份及其他權益或淡倉的通知。

DIRECTORS' SERVICE CONTRACTS

None of the Directors proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in note 37 to the financial statements, no contract of significance, to which the Company or any of its subsidiaries was a party and in which a Director of the Company had material interests, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

SUBSTANTIAL SHAREHOLDERS

As at 30th June, 2003, the interests of substantial shareholders (other than a Director of the Company) in the shares of the Company as recorded in the register as required to be kept under Section 336 of the SFO were as follows:

Name of shareholder	所持已發行 普通股數目(好倉) Number of issued ordinary shares held (long position)	本公司已發行 股本百分比 Percentage of the issued share capital of the Company
Plus Holdings Limited (note)	13,152,000	6%

Note: The interests of Plus Holdings Limited were held through Telecom Plus Investment Limited, its wholly-owned subsidiary.

Other than as disclosed above and the interests disclosed in the Directors' interests in shares in respect of Mr. Chua Domingo, the Company has not been notified of any other interests or short position and underlying shares of the Company as required to be recorded in the register under Section 336 of the SFO as at 30th June, 2003.

優先購買權

本公司之公司細則概無優先購買權之規定，或百慕達法例亦無強制規定本公司須按股權比例配售新股份予現時股東。

根據第十九項應用指引作出之披露

本集團曾訂立之借貸協議，該協議規定本公司主要股東蔡黎明先生維持其在本公司控股權益，否則，該經同意之銀行貸款立即到期並應償還。有關貸款合共港幣174,800,000元已借予本集團之全資附屬公司遠僑發展有限公司。該貸款已於二零零三年二月十七日悉數償還，蔡黎明先生之股權責任因此已解除。

公司監管

本公司在截至二零零三年六月三十日止之年度內已遵守香港聯交所證券上市規則附錄十四有關最佳應用守則。

核數師

本公司擬於即將召開之股東週年大會上提呈決議案，重聘德勤•關黃陳方會計師行為本公司之核數師。

代表董事會
董事兼行政總裁
彭傑文

香港，二零零三年十月二十四日

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.

DISCLOSURE UNDER PRACTICE NOTE 19 TO THE LISTING RULES

The Group has entered into a loan agreement which requires the substantial shareholder of the Company, Mr. Chua Domingo, to maintain his controlling interest in the Company. Otherwise, the agreed facilities may be immediately due and payable. The relevant loan granted to Yonderille Developments Limited, a wholly-owned subsidiary of the Company, amounted to HK\$174,800,000. Such loan was fully repaid on 17th February, 2003 and the shareholding obligation of Mr. Chua Domingo was then discharged.

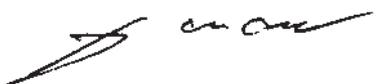
CORPORATE GOVERNANCE

The Company has complied throughout the year ended 30th June, 2003 with the Code of Best Practice as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange.

AUDITORS

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

On behalf of the Board



PANG Kit Man, John
Director and Chief Executive Officer

Hong Kong, 24th October, 2003