



## Report of the Directors 董事會報告

The directors submit their report together with the audited accounts of Raymond Industrial Limited (the "Company") and its subsidiaries (the "Group") for the year ended 31st December 2003.

### PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activities of the Company and its subsidiaries are investment holding, manufacturing and sale of electrical home appliances in North America, Japan, Australia, Europe and the People's Republic of China (the "PRC"), manufacturing and sale of cigarette paper in the PRC and property leasing in Hong Kong.

An analysis of the Group's performance for the year by geographical and business segments is set out in note 3 to the accounts.

The Group's head office is in Hong Kong and all of its products are manufactured in the PRC. The principal activities and particulars of the Group's subsidiaries are set out in note 14 to the accounts.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated profit and loss account on page 27.

The directors have declared an interim dividend of 4 cents per share (2002: 2 cents per share), totalling HK\$13,383,675 (2002: HK\$6,286,016), which was paid on 22nd October 2003.

The directors recommend the payment of a final dividend of 10 cents per share (2002: 7 cents per share), totalling HK\$36,877,186 (2002: HK\$22,001,056).

### RESERVES

Movements in the reserves of the Group and the Company during the year are set out in note 23 to the accounts.

董事會謹此呈利民實業有限公司(「本公司」)及其附屬公司(「本集團」)截至二零零三年十二月三十一日止年度之董事會報告及經審核財務報告。

### 主要業務及營運地區之分析

本公司及其附屬公司之主要業務是投資控股及製造及在北美、日本、澳洲、歐洲及中華人民共和國(「中國」)銷售家用電器，在中國製造和銷售煙紙及在香港租賃物業。

本年度按地區及業務分類之本集團業績表現分析載於賬目附註3。

本集團之總部設在香港，所有產品均在中國製造。本集團附屬公司之主要業務及詳情載於賬目附註14。

### 業績與分配

本集團本年度之業績載於第27頁之綜合損益表內。

董事會已宣佈中期股息每股4港仙(二零零二年：每股2港仙)，合共13,383,675港元(二零零二年：6,286,016港元)，已於二零零三年十月二十二日派發。

董事會現建議派發末期股息每股10港仙(二零零二年：每股7港仙)，合共36,877,186港元(二零零二年：22,001,056港元)。

### 儲備

本集團及本公司在本年度之儲備變動載於賬目附註23。



## Report of the Directors 董事會報告

### DONATIONS

Charitable and other donations made by the Group during the year amounted to HK\$307,800.

### FIXED ASSETS

Details of the movements in fixed assets of the Group and the Company are set out in note 13 to the accounts.

### PRINCIPAL PROPERTIES

Details of the principal properties held for investment purposes are set out in page 100.

### SHARE CAPITAL

Details of the movements in share capital of the Company are set out in note 22 to the accounts.

### PENSION SCHEMES

Particulars of the pension schemes of the Group are set out in note 21 to the accounts.

### DISTRIBUTABLE RESERVES

Distributable reserves of the Company at 31st December 2003, calculated under section 79B of the Companies Ordinance, amounted to HK\$84,426,698 (2002: HK\$56,646,568, as restated).

### PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Articles of Association and there was no restriction against such rights under the laws of Hong Kong, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

### 捐款

本集團在本年度作出之慈善及其他捐款合共307,800港元。

### 固定資產

本集團及本公司之固定資產變動詳情載於賬目附註13。

### 主要物業

用作投資之主要物業詳情載於第100頁。

### 股本

本公司之股本變動詳情載於賬目附註22。

### 退休金計劃

本集團之退休金計劃詳情載於賬目附註21。

### 可供分派儲備

按照公司條例第七十九節B，本公司在二零零三年十二月三十一日之可供分派儲備為84,426,698港元（二零零二年：56,646,568港元，重列）。

### 股本優先購買權

本公司之組織章程中並無優先購股權之條文，而香港之法例亦無規定公司需按比例向現有股東發售新股之類的限制。



## Report of the Directors 董事會報告

### FIVE YEARS FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on pages 98 and 99.

### PURCHASE, SALE OR REDEMPTION OF SECURITIES

The Company has not redeemed any of its shares during the year. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the year.

### SHARE OPTIONS

Share options are granted to directors, employees and other eligible participants specified under the Share Option Scheme (the "Scheme") approved by shareholders of the Company at an Extraordinary General Meeting on 6th June 2003. Details of the Scheme are as follows:

|              |   |
|--------------|---|
| Purpose      | To give eligible participants incentives or rewards for their contribution or potential contribution to the Group.  |
| Participants | <p>(i) Directors, employees of any member of the Group or any controlling shareholder of the Company ("Controlling Shareholder") or any company controlled by a Controlling Shareholder;</p> <p>(ii) Holder of any securities issued by any member of the Group or any Controlling Shareholder of the Company or any company controlled by a Controlling Shareholder;</p> <p>(iii) (a) any business or joint venture partner, contractor, agent or representative of;</p> |

### 五年財政摘要

本集團上五個財政年度之業績及資產負債摘要載於第98及99頁。

### 購買、出售或贖回股份

本公司於年內並無贖回本身之股份。本公司及其任何附屬公司於年內亦無購買或出售本公司之股份。

### 購股權

根據本公司股東在二零零三年六月六日舉行之股東特別大會上批准之購股權計劃（「計劃」），董事、僱員及其他合資格人士獲授予購股權。有關計劃之詳情如下：

|     |   |
|-----|---|
| 目的  | 旨在讓本集團向參與者授出購股權，作為對本集團已作出或未來將作出之貢獻的激勵或獎勵。   |
| 參與者 | <p>(i) 本集團任何成員公司之董事、僱員，或本公司之控股股東（「控股股東」），或控股股東所控制之公司；</p> <p>(ii) 持有本集團任何成員、控股股東，或控股股東所控制之公司所發行之任何證券之持有人；</p> <p>(iii) (a) 任何業務或合作夥伴、承包商、代理及代表；</p> |



## Report of the Directors 董事會報告

### SHARE OPTIONS (Continued)

### 購股權 (續)

|  |  |                              |   |
|--|--|------------------------------|---|
|  | (b) any supplier of goods or services to; or   |                              | (b) 任何貨品或服務供應商;   |
|  | (c) any customer or distributor of goods or services of;   |                              | (c) 任何客戶及分銷商;   |
|  | any member of the Group or any Controlling Shareholder or a company controlled by a Controlling Shareholder;   |                              | 乃本集團任何成員或控股股東或由控股股東控制之任何公司;   |
|  | and for the purpose of the Scheme, shall include any company controlled by one or more persons belonging to any of the above classes of persons.   |                              | 並就該計劃而言, 將包括由一位或多位隸屬以上任何合資格人士所控制之任何公司。  |
| Total number of shares available for issue and the percentage of the issued share capital that it represents as at the date of the annual report | 8,359,024 shares and 2% of the issued share capital  | 可供發行之普通股總數及於本年報之日期佔已發行股本之百分比 | 8,359,024股普通股, 佔已發行股本2%   |
| Maximum entitlement of each participant  | 1% of the aggregate number of shares in issue in any 12-month period up to the date of grant   | 每名參與者可享購股權上限                 | 在任何十二個月期間參與者行使其所獲授之購股權, 不得超過本公司已發行普通股股本之1%                                    |
| Period within which the securities must be taken up under an option  | Within a maximum period of 10 years commencing from the date of grant of such options  | 購股權必須認購普通股之期限                | 購股權可於授出之日行使, 惟購股權之可行使期限不可超過十年   |
| Minimum period for which an option must be held before it can be exercised   | Not applicable   | 行使購股權前至少持有期限                 | 不適用   |
| Amount payable on acceptance of the option   | HK\$1.00 for each lot of share options granted   | 接納購股權時須支付之金額                 | 每批授出之購股權為港幣1元   |
| Period within which payments must be made  | 21 days from the date of the offer   | 接納購股權付款期限                    | 授出日21日內   |
| Basis of determining the exercise price  | The higher of (i) the closing price of the shares on the offer date or (ii) the average closing price of the shares for the 5 trading days immediately preceding the offer of the option, provided that the exercise price is not less than the nominal value of the share | 釐定行使價之基準                     | 以下列兩者中之較高者: (i)有關購股權授出當日之收市價。(ii)有關購股權授出日期前五個營業日之平均收市價。惟每股購股權之行使價不可低於每股普通股之面值 |



## Report of the Directors 董事會報告

### SHARE OPTIONS (Continued)

### 購股權 (續)

The remaining life of the Scheme

The Scheme remains in force until 5th June 2013 unless otherwise terminated under terms of the Scheme

計劃之有效期

計劃維持有效至二零一三年六月五日

Details of the share options outstanding as at 31st December 2003 which have been granted under the Scheme are as follows:

截止二零零三年十二月三十一日止期間，根據計劃授出而尚未行使的購股權的詳情如下：

| Name<br>姓名                           | Number of options<br>購股權數目                              |  |  |  | Exercise price<br>行使價<br>HK\$<br>港元 | Grant date<br>授出日期                | Exercisable from<br>行使期由          | Exercisable until<br>行使期至      |
|--------------------------------------|---|--|--|--|-------------------------------------|-----------------------------------|-----------------------------------|--------------------------------|
|                                      | held at<br>1st January<br>2003<br>於二零零三年<br>一月一日<br>之結餘 | granted<br>during the<br>year<br>年內授出<br>(note a)<br>(附註a) | exercised<br>during the<br>year<br>年內行使<br>(note b)<br>(附註b) | held at<br>31st December<br>2003<br>於二零零三年<br>十二月三十一日<br>之結餘 |                                     |                                   |                                   |                                |
| <i>Executive directors</i> 執行董事      |   |  |  |  |                                     |                                   |                                   |                                |
| Mr. Wilson Wong Kin Lae<br>黃乾利先生     | -   | 3,143,008  | 3,143,008  | -  | 1.25                                | 23rd June 2003<br>二零零三年六月<br>二十三日 | 23rd June 2003<br>二零零三年六月<br>二十三日 | 5th June 2013<br>二零一三年六月<br>五日 |
| Mr. John Wong Ying Man<br>黃英敬先生      | -   | 3,143,008  | -  | 3,143,008  | 1.25                                | 23rd June 2003<br>二零零三年六月<br>二十三日 | 23rd June 2003<br>二零零三年六月<br>二十三日 | 5th June 2013<br>二零一三年六月<br>五日 |
| Mr. Kennedy Wong Ying Ho<br>黃英豪先生    | -   | 3,143,008  | -  | 3,143,008  | 1.25                                | 23rd June 2003<br>二零零三年六月<br>二十三日 | 23rd June 2003<br>二零零三年六月<br>二十三日 | 5th June 2013<br>二零一三年六月<br>五日 |
| Mr. Raymond Wong Man Hin<br>黃文顯先生    | -   | 3,143,008  | -  | 3,143,008  | 1.25                                | 23rd June 2003<br>二零零三年六月<br>二十三日 | 23rd June 2003<br>二零零三年六月<br>二十三日 | 5th June 2013<br>二零一三年六月<br>五日 |
| <i>Non-executive directors</i> 非執行董事 |   |  |  |  |                                     |                                   |                                   |                                |
| Dr. Philip Wong Kin Hang<br>黃乾亨博士    | -   | 942,902  | 942,902  | -  | 1.25                                | 23rd June 2003<br>二零零三年六月<br>二十三日 | 23rd June 2003<br>二零零三年六月<br>二十三日 | 5th June 2013<br>二零一三年六月<br>五日 |
| Mr. Huang Zhouchang<br>黃宙昌先生         | -   | 942,902  | 942,902  | -  | 1.25                                | 23rd June 2003<br>二零零三年六月<br>二十三日 | 23rd June 2003<br>二零零三年六月<br>二十三日 | 5th June 2013<br>二零一三年六月<br>五日 |
| Mr. Qiang Wenyu<br>強文郁先生             | -   | 942,902  | 942,902  | -  | 1.25                                | 23rd June 2003<br>二零零三年六月<br>二十三日 | 23rd June 2003<br>二零零三年六月<br>二十三日 | 5th June 2013<br>二零一三年六月<br>五日 |



# Report of the Directors

## 董事會報告

### SHARE OPTIONS (Continued)

### 購股權 (續)

| Name<br>姓名  | Number of options<br>購股權數目                              |  |  |  | Exercise<br>price<br>行使價<br>HK\$<br>港元 | Grant<br>date<br>授出日期             | Exercisable from<br>行使期由          | Exercisable until<br>行使期至      |
|---|---|--|--|--|--|-----------------------------------|-----------------------------------|--------------------------------|
|   | held at<br>1st January<br>2003<br>於二零零三年<br>一月一日<br>之結餘 | granted<br>during the<br>year<br>年內授出<br>(note a)<br>(附註a) | exercised<br>during the<br>year<br>年內行使<br>(note b)<br>(附註b) | held at<br>31st December<br>2003<br>於二零零三年<br>十二月三十一日<br>之結餘 |  |                                   |                                   |                                |
| <i>Independent non-executive directors</i><br>獨立非執行董事 |   |  |  |  |  |                                   |                                   |                                |
| Mr. Michael Leung Kai Hung<br>梁啟雄先生                   | -   | 314,300  | 314,300  | -  | 1.25                                   | 23rd June 2003<br>二零零三年六月<br>二十三日 | 23rd June 2003<br>二零零三年六月<br>二十三日 | 5th June 2013<br>二零一三年六月<br>五日 |
| Mr. Anthony Fan Ren Da<br>范仁達先生                       | -   | 314,300  | 314,300  | -  | 1.25                                   | 23rd June 2003<br>二零零三年六月<br>二十三日 | 23rd June 2003<br>二零零三年六月<br>二十三日 | 5th June 2013<br>二零一三年六月<br>五日 |
| <i>Alternate director</i><br>代董事                      |   |  |  |  |  |                                   |                                   |                                |
| Mr. Xiong Zhengfeng<br>熊正峰先生                          | -   | 314,300  | 314,300  | -  | 1.25                                   | 23rd June 2003<br>二零零三年六月<br>二十三日 | 23rd June 2003<br>二零零三年六月<br>二十三日 | 5th June 2013<br>二零一三年六月<br>五日 |
| Other employees<br>其他僱員                               | -   | 12,460,000   | 12,060,000   | 400,000  | 1.25                                   | 23rd June 2003<br>二零零三年六月<br>二十三日 | 23rd June 2003<br>二零零三年六月<br>二十三日 | 5th June 2013<br>二零一三年六月<br>五日 |
| Suppliers<br>供應商                                      | -   | 1,450,000  | 1,350,000  | 100,000  | 1.25                                   | 23rd June 2003<br>二零零三年六月<br>二十三日 | 23rd June 2003<br>二零零三年六月<br>二十三日 | 5th June 2013<br>二零一三年六月<br>五日 |
| Other eligible persons<br>其他合資格人士                     | -   | 1,176,442  | 976,442  | 200,000  | 1.25                                   | 23rd June 2003<br>二零零三年六月<br>二十三日 | 23rd June 2003<br>二零零三年六月<br>二十三日 | 5th June 2013<br>二零一三年六月<br>五日 |
|   | -   | 31,430,080   | 21,301,056   | 10,129,024   |  |                                   |                                   |                                |



## Report of the Directors 董事會報告

### SHARE OPTIONS (Continued)

Notes:

- (a) At the trading date before the options were granted, 20th June 2003, the market value per share was HK\$1.27.
- (b) The weighted average closing price of the shares of the Company before the exercise dates on which the options were exercised was HK\$2.30.

The share options granted are not recognised in the financial statements until they are exercised. In accordance with Rule 17.08 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited ("Main Board") ("Listing Rules"), a valuation of the Company's options granted during the year has been calculated based on the Black-Scholes option pricing model as stipulated in Rule 17.08. This model was developed for use in estimating the fair value of traded options which do not have vesting restrictions and which are fully transferable. In addition, the option valuation model requires the input of highly subjective assumptions, including the expected stock-price volatility. As the Company's options have characteristics significantly different from those of traded options and because changes in the subjective input assumptions can materially affect the fair value estimate, in the opinion of management, the existing models do not necessarily provide a reliable single measure of the fair value of the options granted by the Company.

The following assumptions, measured based on the date when the options were granted, were used in determining fair value of options:

|   |       |
|---|-------|
| Stock volatility for the last 12 months from the date of grant            | 0.15  |
| Expected life from grant date (in years)                                  | 7.5   |
| Risk-free interest rate (interest rate for Hong Kong Exchange Fund Notes) | 3.77% |
| Expected dividend yield   | 5%    |

Based on the closing price of the Company's share on the date of grant and the above assumptions, the computed fair value of the options granted by the Company during the year was HK\$0.11 each.

### 購股權 (續)

附註:

- (a) 於二零零三年六月二十日·授出購股權前交易日·普通股市價為每股1.27港元。
- (b) 於行使日之前之加權平均收市價為每股2.30港元。

購股權於行使前不會在財務報表內確認。根據香港聯合交易所有限公司證券上市規則(「上市規則」)17.08條·本公司於本年度授出購股權乃根據上市規則17.08條所述之畢蘇購股權訂價模式為估值基準計算。此模式乃用以計算並無權屬限制及可自由轉讓之股票期權之估計公平值。此外·該購股權估值模式採用極為主觀之假設數據·包括預期股價變動程度等。由於本公司之購股權之性質與股票期權有顯著不同·加上主觀假設數據之變動亦會嚴重影響估計所得之公平值·故此管理層認為現有模式未必提供計算購股權公平值之最可靠單一方法。

採用之假設數據是以授出購股權當日之價值計算。

|                   |       |
|-------------------|-------|
| 授出日期前十二個月之股價變動程度  | 0.15  |
| 估計有效期(年期)         | 7.5   |
| 無風險利率(香港外匯基金債券孳息) | 3.77% |
| 預期每股息率            | 5%    |

根據本公司股份於授出日期之收市價及上述假設·本年度公司授出購股權之公平價值為0.11港元。



## Report of the Directors 董事會報告

### DIRECTORS

The directors during the year were:

*Executive directors:*

Mr. Wilson Wong Kin Lae  
Mr. John Wong Ying Man  
Mr. Kennedy Wong Ying Ho  
Mr. Raymond Wong Man Hin

*Non-executive directors:*

Dr. Philip Wong Kin Hang  
Mr. Yang Zhengqing (resigned on 1st April 2003)  
Mr. Huang Zhouchang  
Mr. Qiang Wenyu (appointed on 1st April 2003)

*Independent non-executive directors:*

Mr. Michael Leung Kai Hung  
Mr. Anthony Fan Ren Da

*Alternate directors:*

Mr. Zhou Xiaoming (resigned on 1st April 2003)  
Mr. Xiong Zhengfeng (appointed on 1st April 2003)

In accordance with Articles 95 and 112 of the Company's Articles of Association, Mr. Kennedy Wong Ying Ho, Mr. Raymond Wong Man Hin and Mr. Qiang Wenyu will retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election. The remaining directors will continue in office.

### DIRECTORS' SERVICE CONTRACTS

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

The non-executive directors do not have specific terms of appointment but are subject to retirement by rotation in accordance with the above articles.

### 董事

本年度內在任之董事如下:

*執行董事:*

黃乾利先生  
黃英敏先生  
黃英豪先生  
黃文顯先生

*非執行董事:*

黃乾亨博士  
楊正清先生 (於二零零三年四月一日辭任)  
黃宙昌先生  
強文郁先生 (於二零零三年四月一日委任)

*獨立非執行董事:*

梁啟雄先生  
范仁達先生

*代董事:*

周曉鳴先生 (於二零零三年四月一日辭任)  
熊正峰先生 (於二零零三年四月一日委任)

按照本公司組織章程第九十五及一百一十二條,黃英豪先生、黃文顯先生和強文郁先生三位董事將於應屆股東週年大會輪值告休。惟他們願應選連任。其餘各董事繼續留任。

### 董事之服務合約

有意於應屆股東週年大會上連任之董事均無與本公司或其附屬公司簽訂任何不可於一年內免付賠償(法定補償除外)而終止之服務合約。

非執行董事沒有特定的任期期限,但須根據以上條款輪任。

## Report of the Directors 董事會報告

### DIRECTORS' INTERESTS IN CONTRACTS

Except for the transaction disclosed in note 30 to the accounts, no contracts of significance in relation to the Group's business 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.

### DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

At 31st December 2003, the interests of the directors in the shares and underlying shares of the Company and its associated corporations (within the meaning of the Securities and Futures Ordinance ("SFO")), as recorded in the register maintained by the Company under section 352 of the SFO or as notified to the Company were as follows:

### 董事之合約權益

除賬目附註30外，在年終或本年度任何時間內，本公司及其附屬公司概無簽訂任何涉及本集團之業務而本公司董事直接或間接在其中擁有重大權益之重要合約。

### 董事於本公司之股份及相關股份權益

於二零零三年十二月三十一日，各董事在本公司及其相聯法團（釋義見證券及期貨條例（「證券條例」））之股份及相關股份，擁有根據本公司依證券條例第352條而設置之登記冊所載記錄，或據本公司接獲通知之權益如下：

| Name of director<br>董事姓名                           | Number of shares<br>持有本公司股份數量 |                             |                                |                            | Share<br>options<br>購股權 | Total<br>合計 | Percentage<br>百分率 |
|--|-------------------------------|-----------------------------|--------------------------------|----------------------------|-------------------------|-------------|-------------------|
|  | Personal<br>interests<br>個人權益 | Family<br>interests<br>家屬權益 | Corporate<br>interests<br>法團權益 | Other<br>interests<br>其他權益 |                         |             |                   |
| <i>Executive directors</i> 執行董事                    |                               |                             |                                |                            |                         |             |                   |
| Mr. Wilson Wong Kin Lae<br>黃乾利先生                   | 3,476,008                     | -                           | 13,431,837 (a)                 | 77,881,760 (b)             | -                       | 94,789,605  | 25.83%            |
| Mr. John Wong Ying Man<br>黃英敏先生                    | 1,121,440                     | -                           | -                              | -                          | 3,143,008 (f)           | 4,264,448   | 1.16%             |
| Mr. Kennedy Wong Ying Ho<br>黃英豪先生                  | -                             | -                           | 12,385,820 (c)                 | -                          | 3,143,008 (f)           | 15,528,828  | 4.23%             |
| Mr. Raymond Wong Man Hin<br>黃文顯先生                  | 974,964                       | -                           | -                              | -                          | 3,143,008 (f)           | 4,117,972   | 1.12%             |
| <i>Non-executive directors</i> 非執行董事               |                               |                             |                                |                            |                         |             |                   |
| Dr. Philip Wong Kin Hang<br>黃乾亨博士                  | 942,902                       | 421,000 (d)                 | 34,126,786 (e)                 | -                          | -                       | 35,490,688  | 9.67%             |
| Mr. Huang Zhouchang<br>黃宙昌先生                       | 942,902                       | -                           | -                              | -                          | -                       | 942,902     | 0.26%             |
| Mr. Qiang Wenyu<br>強文郁先生                           | 942,902                       | -                           | -                              | -                          | -                       | 942,902     | 0.26%             |
| <i>Independent non-executive directors</i> 獨立非執行董事 |                               |                             |                                |                            |                         |             |                   |
| Mr. Michael Leung Kai Hung<br>梁啟雄先生                | 314,300                       | -                           | -                              | -                          | -                       | 314,300     | 0.09%             |
| Mr. Anthony Fan Ren Da<br>范仁達先生                    | 314,300                       | -                           | -                              | -                          | -                       | 314,300     | 0.09%             |
| <i>Alternate director</i> 代董事                      |                               |                             |                                |                            |                         |             |                   |
| Mr. Xiong Zhengfeng<br>熊正峰先生                       | 314,300                       | -                           | -                              | -                          | -                       | 314,300     | 0.09%             |



## Report of the Directors 董事會報告

### DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES OF THE COMPANY (Continued)

- (a) These shares were held through Broadbridge Enterprises Limited, a company beneficially owned by Mr. Wilson Wong Kin Lae and his spouse.
- (b) These shares were held under a trust, the beneficiaries of which include the children of Mr. Wilson Wong Kin Lae.
- (c) These shares were held through Limin Corporation, a company controlled by Mr. Kennedy Wong Ying Ho.
- (d) These shares were held by Mrs. Gertrude Wong Cheng Kwok Cheung, spouse of Dr. Philip Wong Kin Hang.
- (e) These shares were held through Ho Kit Man Inc., a company controlled by Dr. Philip Wong Kin Hang and his spouse.
- (f) Share options are granted to directors under the Share Option Scheme approved by shareholders at an Extraordinary General Meeting on 6th June 2003. Please refer to details disclosed under Share Options above.

All the interests disclosed under this section represent long positions in the shares and share options of the Company.

Saved as disclosed above, at no time during the year was the Company or its subsidiaries a party to any arrangement to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or its associated corporation.

### 董事於本公司之股份及相關股份權益 (續)

- (a) 該等股份乃透過黃乾利先生及其配偶實益擁有之 Broadbridge Enterprises Limited 持有。
- (b) 該等股份乃透過由包括黃乾利先生之子女實益擁有之信託基金持有。
- (c) 該等股份乃透過由黃英豪先生控制之 Limin Corporation 持有。
- (d) 該等股份乃透過黃乾亨博士及其配偶黃鄭國璋女士持有。
- (e) 該等股份乃透過由黃乾亨博士及其配偶黃鄭國璋女士實益擁有之 Ho Kit Man Inc. 持有。
- (f) 於二零零三年六月六日特別股東大會通過批准授予董事購股權之購股權計劃。詳情請參閱上列之購股權。

此部份所列權益顯示於本公司之股份及購股權中的好倉。

除上述外，在本年度內，本公司及其附屬公司並沒有參與任何協定，使公司董事可藉收購本公司或其他法人集團之股份或債券而取得利益。



## Report of the Directors 董事會報告

### SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

### 主要股東於本公司之股份及相關股份之權益

The register of substantial shareholders maintained under section 336 of the SFO showed that as at 31st December 2003, the Company had been notified of the following substantial shareholders' interests, being 5% or more of the Company's issued share capital. These interests are in addition to those disclosed above in respect of the directors.

除上述董事的股份權益外，於二零零三年十二月三十一日，根據證券條例第336條而設置之主要股東登記冊，本公司已接獲下列持有本公司已發行股本5%或以上權益之通知：

| Name of shareholders<br>股東名稱                           | Number of shares<br>持有本公司股份數量 |                             |                                |                            | Total<br>合計 | Percentage<br>百分率 |
|--|-------------------------------|-----------------------------|--------------------------------|----------------------------|-------------|-------------------|
|  | Personal<br>interests<br>個人權益 | Family<br>interests<br>家屬權益 | Corporate<br>interests<br>法團權益 | Other<br>interests<br>其他權益 |             |                   |
| Ms. Amelia Sun Kwing Hai<br>辛炯僖女士                      | -                             | 81,357,768 (a)              | 13,431,837 (b)                 | -                          | 94,789,605  | 25.83%            |
| Haylee Inc.<br>Haylee Inc.                             | -                             | -                           | -                              | 77,881,760 (c)             | 77,881,760  | 21.22%            |
| East Asia International Trustees Limited<br>東亞國際信託有限公司 | -                             | -                           | -                              | 77,881,760 (d)             | 77,881,760  | 21.22%            |
| Silver Talent Development Limited<br>銀立發展有限公司          | -                             | -                           | 53,080,800                     | -                          | 53,080,800  | 14.46%            |
| Mrs. Gertrude Wong Cheng Kwok Cheung<br>黃鄭國璋女士         | 421,000                       | 942,902 (e)                 | 34,126,786 (f)                 | -                          | 35,490,688  | 9.67%             |
| Ho Kit Man Inc.<br>Ho Kit Man Inc.                     | -                             | -                           | 34,126,786                     | -                          | 34,126,786  | 9.30%             |
| Invesco Asia Limited<br>景順投資管理有限公司                     | -                             | -                           | 19,735,000                     | -                          | 19,735,000  | 5.38%             |

*Notes:*

*附註:*

- |   |   |
|---|---|
| <p>(a) These shares were held by Mr. Wilson Wong Kin Lae, spouse of Ms. Amelia Sun Kwing Hai, of which details are set out in the "Directors' interests in shares and underlying shares of the Company" section above.</p>              | <p>(a) 該等股份乃由辛炯僖女士，本公司董事黃乾利先生之配偶實益持有。詳情請參閱「董事於本公司股份及相關股份權益」。</p>        |
| <p>(b) These shares were held through Broadbridge Enterprises Limited, a company controlled by Ms. Amelia Sun Kwing Hai and her spouse.</p>   | <p>(b) 該等股份乃由辛炯僖女士及其配偶黃乾利先生所控制之 Broadbridge Enterprises Limited 持有。</p> |
| <p>(c) Haylee Inc. held the shares for the trust disclosed in note (b) under "Directors' interests in shares and underlying shares of the Company" section above.</p>   | <p>(c) 該等股份乃由 Haylee Inc. 實益擁有之信託基金持有。請參閱「董事於本公司股份及相關股份權益」附註 (b)。</p>   |
| <p>(d) The interests of its wholly-owned corporation, Haylee Inc., disclosed in note (c) above were attributable to East Asia International Trustees Limited.</p>   | <p>(d) 該等股份乃由 Haylee Inc. 持有 (請參閱附註 (c))。該信託基金乃由東亞國際信託有限公司託管。</p>       |
| <p>(e) These shares were held by Dr. Philip Wong Kin Hang, spouse of Mrs. Gertrude Wong Cheng Kwok Cheung, of which details are set out in the "Directors' interests in shares and underlying shares of the Company" section above.</p> | <p>(e) 該等股份乃由黃乾亨博士及其配偶黃鄭國璋女士所持有。詳情請參閱「董事於本公司股份及相關股份權益」。</p>             |



## Report of the Directors 董事會報告

### SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY (Continued)

(f) These shares were held through Ho Kit Man Inc., a company controlled by Mrs. Gertrude Wong Cheng Kwok Cheung and her spouse.

All the interests disclosed under this section represent long position in the shares of the Company.

### MANAGEMENT CONTRACTS

No substantial contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or existed during the year.

### MAJOR CUSTOMERS AND SUPPLIERS

The percentages of purchases and sales for the year attributable to the Group's major suppliers and customers are as follows:

|                                   |     |
|-----------------------------------|-----|
| Purchases                         |     |
| – the largest supplier            | 14% |
| – five largest suppliers combined | 31% |
| Sales                             |     |
| – the largest customer            | 32% |
| – five largest customers combined | 68% |

None of the directors, their associates or any shareholder (which to the knowledge of the directors owns more than 5% of the Company's share capital) had an interest in the major suppliers or customers noted above.

### CONNECTED TRANSACTIONS

Significant related party transactions entered into by the Group during the year ended 31st December 2003, which do not constitute connected transactions under the Listing Rules, are disclosed in note 30 to the accounts.

### 主要股東於本公司之股份及相關股份之權益 (續)

(f) 該等股份乃由黃鄭國璋女士及配偶控制之 Ho Kit Man Inc. 持有。

此部份所列權益顯示於本公司之股份中的好倉。

### 管理合約

本集團於年內並無就整體業務或任何重要業務之管理或行政工作簽訂或存有任何合約。

### 主要客戶及供應商

本集團主要供應商和客戶佔本集團是年度之採購額及銷售額百分率如下：

|           |     |
|-----------|-----|
| 採購額       |     |
| – 最大供應商   | 14% |
| – 五大供應商合計 | 31% |
| 銷售額       |     |
| – 最大客戶    | 32% |
| – 五大客戶合計  | 68% |

董事、彼等之聯繫人士或任何股東(根據董事所知持有本公司5%以上股本權益之股東)並無於上述主要供應商或客戶中擁有任何權益。

### 關連交易

本集團於年內進行之重要關連交易(即根據上市規則)不構成關連交易者乃載於賬目附註30。



## Report of the Directors 董事會報告

### ADVANCES TO AN ENTITY

Please refer to note 27 to the accounts for the details of the relevant advance to an entity from the Group which exceeds 25% of the Group's net tangible assets.

### COMPLIANCE WITH THE CODE OF BEST PRACTICE

Throughout the year, the Company was in compliance with the Code of Best Practice as set out in the Listing Rules, except that the independent non-executive directors of the Company are not appointed for specific terms. Independent non-executive directors are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Company's Articles of Association.

### AUDIT COMMITTEE

The written terms of reference which describe the authority and duties of the Audit Committee were prepared and adopted with reference to "A Guide for The Formation of An Audit Committee" published by the Hong Kong Society of Accountants.

The Audit Committee provides an important link between the Board and the Company's auditors in matters coming within the scope of the group audit. It also reviews the effectiveness of both the external and internal audit and of internal controls and risk evaluation. The Committee comprises all independent non-executive directors. Two meetings were held during the current financial year.

### 向一家實體提供墊款

有關本集團向一家實體提供超過本集團有形之資產淨值25%的有關墊款詳情，請參閱賬目附註27。

### 符合上市規則之「最佳應用守則」

董事認為於本年內，除並無指定獨立非執行董事任期外，本公司一直遵守上市規則之最佳應用守則規定。根據本公司組織章程公司獨立非執行董事需在應屆股東大會輪值告休。惟他們願應選連任。

### 審核委員會

審核委員會之職權和責任是參考和採用香港會計師公會所發出之「成立審核委員會指引」作為藍本。

在本集團審計工作中，審核委員會擔任董事局和公司核數師之間的重要橋樑。委員會審閱包括對外、內部審計、內部控制及評估風險。委員會包括所有獨立非執行董事。委員會於本財政年度共召開兩次會議。



## Report of the Directors 董事會報告

### SUBSEQUENT EVENTS

In February 2004, pursuant to an agreement between a joint venture partner and a non-wholly owned subsidiary of the Group, the joint venture partner transferred its 26.51% interest in one of the jointly controlled entities to the subsidiary for settlement of amounts due by the joint venture partner and a related company to the subsidiary. The transfer had been approved by the relevant government authorities. After the transfer, the effective interest of the Group in the jointly controlled entity increased from 16.73% to 24.80%.

On 19th April 2004, the directors proposed a final dividend of HK\$36,877,186 (10 cents per share) which is not reflected as a dividend payable in the accounts.

### AUDITORS

The accounts have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

Arthur Andersen & Co were auditors of the Company for the financial year ended 31st December 2001.

On behalf of the Board

**Wilson Wong Kin Lae**

*Chairman*

Hong Kong, 19th April 2004

### 結算日後事項

於二零零四年二月，本集團之一非全資附屬公司根據與一合營夥伴之合約，以合營夥伴轉讓其於一共同控制實體權益之26.51%予附屬公司來繳清合營夥伴及一關聯公司所欠附屬公司款項。轉讓後，本集團在該共同控制實體權益由16.73%增加至24.80%。

在二零零四年四月十九日，董事局建議派發末期股息36,700,186港元（每股10港仙）。擬派末期股息並無於本賬目列作應付股利。

### 核數師

本賬目已由羅兵咸永道會計師事務所審核，該核數師任滿告退，但表示願意應聘連任。

安達信公司為本公司二零零一年十二月三十一日財務年度核數師。

承董事會命

主席

**黃乾利**

香港，二零零四年四月十九日