



Goldigit Atom-tech Holdings Limited
金澤超分子科技控股有限公司
(於開曼群島註冊成立之有限公司)

二 零 零 二 年 年 報

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ("GEM") OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligations to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

香港聯合交易所有限公司（「聯交所」）創業板市場（「創業板」）之特色

創業板乃為帶有高投資風險之公司而設立之一個市場。尤其在創業板上市之公司毋須有過往盈利記錄，亦毋須預測未來溢利。此外，在創業板上市之公司亦可能因其新興性質及該等公司經營業務之行業或國家而帶有風險。有意投資之人士應了解該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板之較高風險及其他特色表示創業板較適合專業及其他資深投資者。

由於創業板上市之公司屬新興性質，在創業板買賣之證券可能會較在聯交所主板買賣之證券承受較大之市場波動風險，同時無法保證在創業板買賣之證券會有高流通量之市場。

創業板發佈資料之主要途徑為在聯交所為創業板而設之互聯網網頁上刊登。上市公司毋須在憲報指定報章刊登付款公佈披露資料。因此，有意投資之人士應注意，彼等須閱覽創業板網頁，方可取得創業板上市發行人之最新資料。

2	Corporate Information	公司資料
4	Financial Summary	財務概要
5	Chairman's Statement	主席報告
7	Management Discussion and Analysis	管理層討論及分析
14	Business Objectives Review	業務目標回顧
18	Profiles of Directors and Senior Management	董事及高級管理層資料
22	Notice of Annual General Meeting	股東週年大會通告
27	Report of the Directors	董事會報告
34	Auditors' Report	核數師報告
36	Consolidated Income Statement	綜合收益表
37	Consolidated Balance Sheet	綜合資產負債表
38	Balance Sheet	資產負債表
39	Consolidated Statement of Changes in Equity	綜合股東權益變動報表
40	Consolidated Cash Flow Statement	綜合現金流量表
42	Notes to the Financial Statements	財務報表附註

EXECUTIVE DIRECTORS

Lao Seng Peng
Cai Wei Min
Yeh Tung Ming

INDEPENDENT NON-EXECUTIVE DIRECTORS

Sun Juyi
Wong Stacey Martin
Lam Ming Yung

COMPANY SECRETARY

Cheung Ying Kwan, FCCA, AHKSA

AUTHORIZED REPRESENTATIVES

Lao Seng Peng
Cheung Ying Kwan, FCCA, AHKSA

COMPLIANCE OFFICER

Yeh Tung Ming

QUALIFIED ACCOUNTANT

Cheung Ying Kwan, FCCA, AHKSA

AUDIT COMMITTEE

Sun Juyi
Wong Stacey Martin
Lam Ming Yung

PRINCIPAL BANKER

Chiyu Banking Corporation Limited
Citic Industrial Bank

AUDITORS

Deloitte Touche Tohmatsu

執行董事

劉勝平
蔡偉民
葉東明

獨立非執行董事

孫聚義
黃偉誠
林明勇

公司秘書

張應坤 FCCA, AHKSA

法定代表

劉勝平
張應坤 FCCA, AHKSA

監察主任

葉東明

合資格會計師

張應坤 FCCA, AHKSA

審核委員會

孫聚義
黃偉誠
林明勇

主要往來銀行

集友銀行有限公司
中信實業銀行

核數師

德勤·關黃陳方會計師行

SPONSOR

MasterLink Securities (Hong Kong) Corporation Limited
Unit 2603, 26th Floor, The Center,
99 Queen's Road Central, Hong Kong.

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Bank of Butterfield International (Cayman) Limited
Butterfield House,
Fort Street, P.O. Box 705,
George Town, Grand Cayman,
Cayman Islands,
British West Indies.

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Hong Kong Registrars Limited
Shop 1712-1716, 17th Floor,
Hopewell Centre,
183 Queen's Road East, Hong Kong.

REGISTERED OFFICE ADDRESS

Century Yard,
Cricket Square,
Hutchins Drive,
P.O. Box 2681GT,
George Town,
Grand Cayman,
Cayman Islands,
British West Indies.

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

No. 37 Jintang Road,
Jinshan Industrial Zone,
Fuzhou, Fujian 350002, PRC.

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 908, 9th Floor, K. Wah Centre,
No. 191 Java Road,
North Point, Hong Kong.

WEBSITE

<http://www.goldigit.com>

保薦人

元富證券(香港)有限公司
香港中環皇后大道中99號
中環中心26樓2603室

主要股份過戶登記處

Bank of Butterfield International
(Cayman) Limited
Butterfield House,
Fort Street, P.O. Box 705,
George Town, Grand Cayman,
Cayman Islands,
British West Indies.

股份過戶登記處香港分處

香港證券登記有限公司
香港皇后大道東183號
合和中心
17樓1712-1716室

註冊辦事處地址

Century Yard,
Cricket Square,
Hutchins Drive,
P.O. Box 2681GT,
George Town,
Grand Cayman,
Cayman Islands,
British West Indies.

總辦事處暨中國主要經營地點

中國福建省福州市
金山工業區
金塘路37號
郵編: 350002

香港主要經營地點

香港北角
渣華道191號
嘉華國際中心9樓908室

網址

<http://www.goldigit.com>

		For the year ended 31st December, 截至十二月三十一日止年度			
		1999 一九九九年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
RESULTS	業績				
Turnover	營業額	170	6,422	111,023	85,908
Profit before taxation	除稅前盈利	456	3,122	62,875	37,411
Taxation	稅項	-	-	1,021	-
Profit before minority interests	除少數股東權益前盈利	456	3,122	61,854	37,411
Minority interests	少數股東權益	(91)	42	-	-
Net profit for the year	年內盈利淨額	365	3,164	61,854	37,411
Earnings per share (HK cents)	每股盈利 (港仙)				
Basic	基本	0.03	0.23	4.05	2.20

		As at 31st December, 於十二月三十一日		
		2000 二零零零年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
ASSETS AND LIABILITIES	資產及負債			
Total assets	資產總值	14,622	217,267	234,978
Total liabilities	負債總值	(11,530)	(4,712)	(5,410)
Shareholders' funds	股東資金	3,092	212,555	229,568

Notes:

- The results for each of the two years ended 31st December, 2000 were extracted from the prospectus of the Company dated 29th June, 2001.
- The Company was incorporated in the Cayman Islands on 9th February, 2001. Accordingly, assets and liabilities of the Group as at 31st December, 2000 and 2001 extracted from the annual report of the Company for the year ended 31st December, 2001.

附註:

- 截至二零零零年十二月三十一日止兩個年度各年之業績摘錄自本公司日期為二零零一年六月二十九日之招股章程。
- 本公司於二零零一年二月九日在開曼群島註冊成立。因此，本集團於二零零零年及二零零一年十二月三十一日之資產及負債摘錄自本公司截至二零零一年十二月三十一日止年度年報。

During the year, turnover and profit attributable to shareholders were approximately HK\$86 million and HK\$37 million respectively, representing a 23% and a 40% decrease from the previous year. The unfavourable weather conditions affected the regions in the PRC which we conduct business and this had an adverse impact on the demand for our products. In addition, sales of the Group's products also experienced pressure owing to the intensified competition as there were many pesticide products being sold in the market at lower prices. Contrary to the decrease in turnover, the total expenses of the Group (including written off of intangible assets of approximately HK\$1.4 million) increased significantly during the year from approximately HK\$14.2 million in the previous year to approximately HK\$22.1 million for the year ended 31st December, 2002. Accordingly, the profit attributable to shareholders decreased from approximately HK\$62 million for the previous year to approximately HK\$37 million for the year ended 31st December, 2002.

Although the Group experienced a downturn in turnover, we believe that continued product development is essential to consolidate our position in the insecticide industry of the PRC. In December 2002, a new research and development centre was established in Fuzhou in the PRC. The cost of construction of this new centre was approximately HK\$25 million, all of which were financed by the proceeds of listing. With this new research and development centre, new products based on our Propulsive Agent Technology ("PAT") will be developed and our product lines will be expanded to address the demand of the insecticide industry in the PRC.

Our newly developed product, 1.2% fipronil, was notified by the Pesticide Testing Centre of the PRC Ministry of Agriculture in June 2002 that a change of its formulation of pesticide intensity from 1.2% to 3% was required. As a result, field trials shall be extended for a further period of two years after this change in formulation. We believe that the new product will be launched by the end of 2004. The Group is fully aware of the importance of strong product lines to address market demand and is committed to aggressively develop new products based on our PAT.

年內，營業額及股東應佔盈利分別約為86,000,000港元及37,000,000港元，較去年減少23%及40%。本集團於中國經營業務之地區，因受到惡劣天氣影響，而打擊了市場對本集團產品的需求。此外，市場有大量以較低價格銷售的農藥，令競爭加劇，本集團產品銷售額亦因而受到壓力。營業額減少之同時，本集團年內開支總額（包括撇銷無形資產約1,400,000港元）由去年約14,200,000港元大幅增加至截至二零零二年十二月三十一日止年度約22,100,000港元。股東應佔盈利因而由去年約62,000,000港元減至截至二零零二年十二月三十一日止年度約37,000,000港元。

儘管營業額減少，本集團相信，不斷開發產品有助本集團鞏固於中國殺蟲劑業之地位。二零零二年十二月，本集團於中國福州開設新研發中心，建設成本約為25,000,000港元，有關資金以上市所得款項撥付。本集團於該新建研發中心開發應用分子推進劑技術（「分子推進劑技術」）的新農藥，擴闊產品系列迎合中國殺蟲劑業需求。

二零零二年六月，本集團因應中國農業部農藥檢定所規定，將本集團新開發產品1.2%銳勁特•展膜油劑（象甲淨）的農藥濃度由1.2%增至3%。改良配方後，田間試驗將進一步延長兩年。本集團料能於二零零四年底前推出新產品。本集團深切明白到須推出效力強勁的產品系列以迎合市場需求，並竭力積極採用本集團的分子推進劑技術開發新產品。

Apart from expanding our sales and marketing network in the PRC, we are also considering to explore new markets in other Asian regions for our products. In October 2002, we entered into a collaboration agreement with Shanghai Jiao Tong University to perform feasibility test for the application of our product, Sha Shi Ba, in Thailand. It is expected that the test will be completed by the end of 2004.

Despite the decrease in turnover, our Group is striving with continuous effort to capture additional sales by developing new products and exploring new potential markets. Given the strong financial position in 2002 with significant bank balances and zero gearing, we believe our Company has sufficient capital to sustain its operation and to fund the future growth of the business.

APPRECIATION

I would like to extend my thanks to my fellow directors and staff for their support, effort and contribution and to our shareholders and business partners for their support and confidence in the Group.

Lao Seng Peng
Chairman

21st March, 2003

除了擴展本集團於中國的銷售及市場推廣網絡以外，本集團另正考慮開拓本集團產品於其他亞洲地區的新市場。於二零零二年十月，本集團與上海交通大學訂立合作協議，就於泰國採用本集團產品「殺虱霸」進行可行性測試。預期該測試將於二零零四年底前完成。

儘管營業額減少，本集團不斷透過開發新產品及開拓具潛力的新市場，致力爭取更多銷售額。本集團於二零零二年維持龐大銀行結存及零負債，憑著該等雄厚財務狀況，我們相信，本公司具備充裕資金，繼續積極營運及提供業務日後增長所需資金。

致謝

董事及員工對本集團鼎力支持、默默耕耘及積極貢獻，而各股東及業務夥伴對本集團全力支持並投下信心一票，本人謹藉此向他們致以衷心謝意。

主席
劉勝平

二零零三年三月二十一日

RESULTS OF OPERATIONS

The Group recorded a turnover of approximately HK\$85,908,000 for the year ended 31st December, 2002, a 23% decrease from approximately HK\$111,023,000 for the year ended 31st December, 2001. The decrease was mainly attributable to the decrease in sales volume for 2002. Such decrease in turnover resulted in the lessened contribution of approximately HK\$17,581,000 to the gross profit of the Group. The unfavourable weather conditions had affected the regions in the PRC which the Group conduct business and this had an adverse impact on the demand of the Group's products. In 2002, the Group did not adjust the selling price of its pesticides to preserve its gross profit margin of 66-67% despite intensified market competition as there were many pesticide products sold in the market at lower prices.

Selling and administrative expenses for the year ended 31st December, 2002 increased to approximately HK\$13,779,000 from approximately HK\$10,061,000 for the year ended 31st December, 2001. The increase of selling expenses was primarily the result of increased marketing expenses to promote the Group's brand name and corporate image. The increase in administrative expenses largely represented a full year operating expenses of Hong Kong office for 2002 as compared with 6 months operating expenses in 2001.

Research and development costs for the year ended 31st December, 2002 increased to approximately HK\$6,918,000 from approximately HK\$5,499,000 (of which approximately HK\$4,089,000 was expensed to profit & loss account during 2001 and approximately HK\$1,410,000 was capitalised as intangible asset as at 31st December, 2001) for the year ended 31st December, 2001. Such increase of approximately HK\$1.4 million was mainly the result of increase in product development activities during the year. The Group proceeded to write off approximately HK\$1,410,000 of research and development costs for 1.2% fipronil as the commercialisation of the product is delayed due to the notification of the Pesticide Testing Centre of the PRC Ministry of Agriculture in June 2002 to change its formulation of pesticide intensity from 1.2% to 3%. As a result, field trials shall be extended for a further period of two years after this change in formulation.

營運業績

本集團於截至二零零二年十二月三十一日止年度錄得營業額約85,908,000港元，較截至二零零一年十二月三十一日止年度約111,023,000港元減少23%。營業額減少主要歸因於二零零二年之銷售量減少，本集團盈利總額相應減少約17,581,000港元。本集團於中國經營業務之地區，因受到惡劣天氣影響，而打擊了市場對本集團產品的需求。於二零零二年，儘管市場有大量以較低價格銷售的農藥，令競爭加劇，本集團並無調整農藥價格，維持66%至67%邊際利潤水平。

截至二零零二年十二月三十一日止年度之銷售及行政費用由截至二零零一年十二月三十一日止年度約10,061,000港元增至約13,779,000港元。銷售費用增加主要由於推廣本集團品牌及企業形象令市場推廣費用增加所致。行政費用增加則主要歸因於計入二零零二年香港辦事處之全年經營費用，而二零零一年則僅計入六個月經營費用。

截至二零零二年十二月三十一日止年度之研究及開發成本由截至二零零一年十二月三十一日止年度約5,499,000港元（當中約4,089,000港元計入二零零一年損益賬，約1,410,000港元撥充資本，列入於二零零一年十二月三十一日之無形資產）增至約6,918,000港元，增幅約1,400,000港元，主要由於年內所開發產品數目增加所致。由於本集團於二零零二年六月接獲中國農業部農藥檢定所通知，將1.2%銳勁特●展膜油劑（象甲淨）的農藥濃度由1.2%增至3%，導致須押後於市場推出產品時間，本集團因而撇銷約1,410,000港元研究及開發成本。改良配方後，田間試驗將進一步延長兩年。

As a result, profit attributable to shareholders for the year ended 31st December, 2002 amounted to approximately HK\$37,411,000, a decrease of about 40% as compared to that of approximately HK\$61,854,000 for the year ended 31st December, 2001.

BUSINESS REVIEW

Overview

The Company, through its wholly owned subsidiaries in the PRC, is an unique provider of quality chemical pesticides based on PAT. Two of the Group's chemical pesticides, Sha Shi Ba and Dao Ying Wen Jing, contributed to the Group's overall turnover. Sha Shi Ba, which is used to kill rice planthoppers, was launched in 1999. Dao Ying Wen Jing, which is used to kill Asian rice gall midge, was launched in 2001.

Commencing from early 2002, the sales for Sha Shi Ba was subject to the PRC value-added tax at a rate of 6% (2001: nil) due to a change in State's tax privileged policy in respect of the agriculture industry. In order to promote the product and corporate image, the Group conducted farmers training programs in certain large agricultural provinces, such as Anhui, Fujian, Kwangtung, Jiangsu, Jiangxi. During the year, the Group fully adopted its own trademarks namely "金澤靈" and "金澤精化" for the Group's products.

Expansion to new markets

Despite the difficult operating environment experienced in 2002, the Group implemented aggressive marketing strategies to improve its relationship with the users including the provision of training courses and demonstration to agents and farmers, strengthening distribution network through sales channels as well as implementing effective marketing and distribution programs in all potential market places to upgrade customer services. In 2002, the Group set up two sales office in Anhui and Jiangsu Provinces.

基於上述因素，截至二零零二年十二月三十一日止年度之股東應佔盈利約37,411,000港元，較截至二零零一年十二月三十一日止年度約61,854,000港元減少約40%。

業務回顧

概覽

本公司透過其中國全資附屬公司，獨家供應採用分子推進劑技術的優質化學農藥。本集團兩種化學農藥殺虱霸及稻癭蚊淨對本集團總營業額帶來貢獻。殺虱霸於一九九九年推出，用以殺滅稻飛虱，而稻癭蚊淨則於二零零一年推出，用以殺滅稻癭蚊。

由於國家對農業之稅項優惠政策有變，由二零零二年初開始，銷售殺虱霸須按6%繳納中國增值稅（二零零一年：無）。為推廣產品及企業形象，本集團於安徽、福建、廣東、江蘇、江西等若干農業大省推行農戶培訓計劃。年內，本集團於其產品全面採用自有商標「金澤靈」及「金澤精化」。

拓展新市場

儘管二零零二年經營環境艱困，本集團推行積極市場推廣策略，務求鞏固其與用戶的關係，包括向代理及農戶提供培訓課程及產品示範，增加銷售渠道增強分銷網絡，以及於所有具潛力的市場推行有效市場推廣及分銷計劃以提升客戶服務。於二零零二年，本集團於安徽省及江蘇省開設兩間銷售辦事處。

Development of new products

Formulation of 1.2% fipronil was modified. The Group re-scheduled its launch date by the end of 2004. Despite the set back in the introduction of 1.2% fipronil, the Group continues developing new products based on PAT. The joint efforts for research and development of new products with outside research organisations have been progressing smoothly. Target propellant new pesticide on rice borer (水稻螟蟲) is being prepared for field trial and mosquito terminator for urban drains is undergoing further research by Harbin Institute of Technology. In October 2002, the Group entered into a collaboration agreement with Shanghai Jiao Tong University to perform feasibility test for the application of Sha Shi Ba in Thailand. It is expected that the test will be completed by the end of 2004. In 2002, the Group suspended the developments of (i) target propellant new weedicide for paddy as the testing results did not meet the Group's expected standard; (ii) target propellant new fertilizer for paddy as it was not considered commercially viable in the current state of the fertilizer market; and (iii) nanotechnology on chemical pesticides because of its current limited application.

Establishment of the research and development centre

In December 2002, a new research and development centre was established in Fuzhou in the PRC. The cost of construction of this new centre was approximately HK\$25 million, all of which were financed by the proceeds of listing. With this new research and development centre, new products based on our PAT will be developed and our product lines will be expanded to address the demand of the insecticide industry in the PRC.

By the end of 2002, the Group relocated its headquarter and principal place of operation to the new research and development centre in Fuzhou, the PRC. The Group will continue to acquire suitable personnel and equipment to expand its research capacity.

開發新產品

本集團已改良1.2%銳勁特•展膜油劑(象甲淨)的配方,故將推出日期重訂為二零零四年底前。儘管1.2%銳勁特•展膜油劑(象甲淨)的推出受到延誤,本集團繼續應用分子推進劑技術開發新產品,且與外間研究機構聯手進行的研究及開發工作亦進展暢順。針對水稻螟蟲的靶向推進劑已準備進行田間試驗,而城市溝渠滅蚊劑亦正由哈爾濱工業大學進一步深入研究。於二零零二年十月,本集團與上海交通大學訂立合作協議,就於泰國採用本集團產品「殺虱霸」進行可行性測試。預期該測試將於二零零四年底前完成。二零零二年內,本集團暫停開發以下各項產品:(i)針對水稻螟蟲的靶向推進劑(原因為測試結果未符本集團預期水平);(ii)水稻用化肥的靶向推進劑(原因為認為該化肥在現行農藥市場並無商業價值);及(iii)化學農藥的納米技術(原因為該技術現行應用有限)。

設立研發中心

二零零二年十二月,本集團於中國福州開設新研發中心,建設成本約為25,000,000港元,有關資金均以上市所得款項撥付。本集團於該新建研發中心開發採用分子推進劑技術的新產品,擴闊產品系列迎合中國殺蟲劑業需求。

二零零二年底,本集團將總部及主要營運地點遷往中國福州的新建研發中心。本集團將繼續物色合適人員及設備,以便擴展其研究能力。

Establishment of a production plant to increase production capacity

In late 2001, the Group acquired a parcel of land with the gross floor area of approximately 25,000 square meter in Quanzhou, the PRC, for the establishment of a new production plant. The production plant will be equipped for the production of insecticide based on PAT and new products from the Group's research and development. The construction plan is being prepared.

LIQUIDITY AND CAPITAL RESOURCES

Cash Flows

The Group has generally financed its working capital requirements by using cash generated from operations. Cash from operations is principally placed in bank as fixed deposit. The Group's capital expenditure and research and development costs were mainly funded by the proceeds of the placing in July 2001.

As at 31st December, 2002, the Group's shareholders' funds amounted to approximately HK\$229,568,000 (2001: HK\$212,555,000), and cash and bank balances amounted to approximately HK\$185,106,000 (2001: HK\$186,583,000). As at 31st December, 2002, the Group's current assets and current liabilities amounted to approximately HK\$187,652,000 and HK\$5,410,000 respectively (2001: HK\$199,169,000 and HK\$4,712,000 respectively).

The Group has sufficient capital to cover its capital expenditure and other operating needs.

Borrowings

As at 31st December, 2002, the Group did not have any bank facilities in place and there were no bank borrowings outstanding (2001: nil). The Group's gearing ratio, defined as the Group's total borrowings to the shareholders' funds, was zero.

設立生產廠房提高生產力

二零零一年底，本集團於中國泉州購入一幅佔地約25,000平方米的地皮，以設立新生產廠房。該生產廠房將配置合適設備，生產應用分子推進劑技術的殺蟲劑和本集團所研究及開發的新農藥。有關施工計劃在準備中。

流動資金及財務資源

現金流量

本集團以經營所產生現金撥付營運資金。營運所產生現金主要存於銀行作定期存款。本集團的資本開支和研究及開發成本主要以二零零一年七月配售所得款項撥付。

於二零零二年十二月三十一日，本集團有股東資金約229,568,000港元（二零零一年：212,555,000港元）及約185,106,000港元現金及銀行結存（二零零一年：186,583,000港元）。於二零零二年十二月三十一日，本集團的流動資產及流動負債分別約為187,652,000港元及5,410,000港元（二零零一年：分別為199,169,000港元及4,712,000港元）。

本集團具備充裕資金，撥付其資本開支及其他經營所需。

借貸

於二零零二年十二月三十一日，本集團並無任何銀行融資，且並無任何未償還銀行貸款（二零零一年：無）。本集團的資產負債比率（即本集團總借貸相對股東資金之比率）為零。

Capital structure of the company

The Group is financed by the shares issued and retained earnings. No debts were raised during the year ended 31st December, 2002.

Material acquisition and disposals

There were neither significant investment held by the Group nor material acquisitions and disposals of subsidiaries and affiliated companies during the year ended 31st December, 2002 (2001: nil).

Charges on group assets

The Group did not have any charge on its assets as at 31st December, 2002 (2001: nil).

Details of future plans for material investment or capital assets

Save as disclosed in this Annual Report, the Group's future plans for material investments or capital assets are expected to be in line with the details set out in the section of "Statement of Business Objectives" in the prospectus of the Company dated 29th June, 2001 (the "Prospectus").

Foreign exchange exposure

The Board believes that the exchange rate risk of the Group is minimal because the Group's business transactions are principally in Renminbi in the PRC, which was relatively stable during the year under review. However, if there was a devaluation of the Renminbi against the Hong Kong dollars, it would adversely affect the Group's performance when measured in Hong Kong dollars.

Contingent liabilities

The Group did not have any material contingent liabilities as at 31st December, 2002 (2001: nil).

公司資本架構

本集團以發行股份及保留盈利提供資金。截至二零零二年十二月三十一日止年度內並無任何債項。

重大收購及出售

截至二零零二年十二月三十一日止年度，本集團概無重大投資或收購及出售附屬公司及聯屬公司（二零零一年：無）。

集團資產抵押

本集團於二零零二年十二月三十一日並無抵押任何資產（二零零一年：無）。

未來重大投資或資本資產計劃詳情

除本年報所披露者外，本集團未來重大投資或資本資產計劃詳情與本公司日期為二零零一年六月二十九日之招股章程（「招股章程」）「業務目標聲明」一節所載者一致。

外匯風險

董事會相信，由於本集團之業務交易主要以人民幣為單位，而人民幣匯率於回顧年內相當穩定，故本集團所面對的匯率風險甚微。然而，倘若人民幣兌港元的匯率貶值，以港元衡量的本集團表現將會受到負面影響。

或然負債

於二零零二年十二月三十一日，本集團概無任何重大或然負債（二零零一年：零）。

EMPLOYEE INFORMATION

Staff costs, including directors' emoluments, were approximately HK\$4.1 million for 2002 (2001: approximately HK\$2.5 million). The increase in remuneration was mainly due to the full year staff costs and directors' remuneration.

As at 31st December, 2002, the Group had 51 full time employees of which 5 are based in Hong Kong and the remaining in the PRC. The Group's employees are remunerated according to the nature of their duty and market trend, with discretionary bonus and benefit of retirement scheme, share options and necessary training. The Company would grant share options to employees based on performance evaluation in order to provide incentive and reward to them. The Group believes that its relationship with its employees are good.

PROSPECT

Following China's accession into World Trade Organisation, import of pesticides has substantially increased with lower prices and competitive quality. In addition, price of local pesticide products are substantially lower than those of the Group. Accordingly, it is expected that the Group will continue to face severe operating environment and stern competition in 2003.

The Directors believe that the Group's products are more advanced and user friendly than traditional pesticides. The Group will increase its efforts in promoting its products, enhancing its customer base and strengthening relationships with customers. The Group will continue and enhance its research and development activities to improve and expand its products, and to identify new opportunities for growth.

USE OF PROCEEDS

The net proceeds raised from the listing of the Company on the GEM on 9th July, 2001 was approximately HK\$158 million.

僱員資料

二零零二年度之員工成本(包括董事酬金)約4,100,000港元(二零零一年:約2,500,000港元)。酬金增加主要由於全年員工成本及董事酬金所致。

於二零零二年十二月三十一日,本集團共有51名全職僱員,當中5名駐於香港,其餘則為中國員工。本集團僱員之薪酬乃按其工作性質及市場趨勢釐定,並可享有酌情花紅及退休計劃福利、購股權及有關培訓。本公司將按表現評估向僱員授出購股權,以提供鼓勵及獎勵。本集團認為其勞資關係良好。

展望

中國加入世界貿易組織後,進口農藥大幅增加,售價較低,品質亦相當優良。此外,本地農藥之價格亦遠低於本集團產品,預期本集團於二零零三年將繼續面對嚴峻的營商環境及激烈競爭。

董事相信,本集團產品較傳統農藥先進及易於使用。本集團將致力推廣其產品、鞏固客戶基礎及與客戶之關係。本集團將繼續加強研發工作,以改善及擴闊其產品及物色新發展機會。

所得款項用途

本公司於二零零一年七月九日在創業板上市集資所得款項淨額約為158,000,000港元。

During the period from 9th July, 2001 to 31st December, 2002, the Group had incurred the following amounts to achieve the business objectives as set out in the Prospectus:

二零零一年七月九日至二零零二年十二月三十一日期間內，本集團就推行招股章程所載各項業務目標所動用資金如下：

		Notes 附註	Use of proceeds as stated in the Prospectus up to 31st December, 2002 招股章程所載擬於 截至二零零二年 十二月三十一日 動用之所得款項 HK\$ million 百萬港元	Actual amount used up to 31st December, 2002 截至 二零零二年 十二月三十一日 實際已動用金額 HK\$ million 百萬港元
Development of new products	開發新產品	1	24	8
Investment in a research and development centre	投資研發 中心	2	13	25
Establishment of production base and the purchase of equipment and facilitates	設立生產基地及 購入設備與 設施	3	30	12
Expansion of sales network	擴展銷售網絡		7	1
Enhancement of Group's website	改良本集團網站		4	1
Marketing and brand building	市場推廣及品牌確立		13	4
Farmers' training programme	農戶培訓課程		2	2
			93	53

The remaining balances of the proceeds have been deposited at banks to prepare for future use as set out in the business development plan in the Prospectus. Save for the above, the Board does not envisage any circumstances which may lead to material alterations as to the proposed use of the net proceeds.

剩餘之所得款項淨額已存入銀行有待推行招股章程所述各項業務發展計劃。除上文所述者外，董事會預期不會出現任何事宜，而須大幅度修訂所得款項淨額之擬定用途。

Notes:

- The under-utilisation is attributed to the decision to discontinue and delay some applied research works.
- The excess use of proceeds is attributed to the additional cost for the acquisition of land use right and construction for the research and development centre.
- The under utilisation is attributed to the deferral in executing plan for the production base.

附註：

- 所動用款額較計劃為低，歸因於本集團決定停止及押後進行若干應用研究工作。
- 所動用款額較計劃為高，乃因就收購研發中心土地使用權及建設工程產生額外成本。
- 所動用款額較計劃為低，歸因於押後生產基地計劃。

An analysis comparing the business objectives as stated in the Prospectus with the Group's actual business progress up to 31st December, 2002 is set out below.

載於招股章程所述業務目標與本集團截至二零零二年十二月三十一日止之實際業務進度比較之分析載列如下。

Business objectives as stated in the Prospectus

Actual business progress up to 31st December, 2002

招股章程所述之業務目標

截至二零零二年十二月三十一日止之實際業務進度

Development of new products

1.2% fipronil 1.2% 銳勁特•展膜油劑 (象甲淨) :

The Group was notified by the Pesticide Testing Centre of the PRC Ministry of Agriculture in June 2002 to change its formulation of pesticide intensity from 1.2% to 3%. As a result, field trials shall be extended for a further 2 years' period after this change in formulation. We believe that the new product will be launched by the end of 2004.

開發新產品

1.2% 銳勁特•展膜油劑 (象甲淨) :

二零零二年六月，本集團因應中國農業部農藥檢定所通知，將農藥濃度由1.2%增至3%。改良配方後，田間試驗將進一步延長兩年。本集團料能於二零零四年底前推出新產品。

Target propellant new pesticide on Rice Borer: (水稻螟蟲):

Feasibility study has been completed. The Group is preparing the next field trial phase.

水稻螟蟲的靶向推進劑:

完成可行性研究。本集團正準備開始下一階段田間試驗。

Target propellant new weedicide for paddy:

The Group suspended its development works as the testing results did not meet the Group's expected standard.

水稻用除草劑的靶向推進劑:

由於試驗結果未符本集團預期標準，本集團已暫停開發工作。

Business objectives as stated
in the Prospectus

招股章程所述之業務目標

Actual business progress up to

31st December, 2002

截至二零零二年十二月三十一日止

之實際業務進度

Target propellant new fertilizer for paddy:

The Group suspended its development work as it is not considered commercially viable in the current state of the fertilizer market.

水稻用化肥的靶向推進劑：

計及現時肥料市場之狀況後，本集團認為該產品缺乏商業發展潛力，故已暫停研發工作。

Mosquito terminator for urban drains:

Feasibility study has been completed. Further research and development works undertaken by Harbin Institute of Technology is progressing.

城市溝渠滅蚊劑：

完成可行性研究。由哈爾濱工業大學進一步進行之研究及開發工作仍在進行中。

Development of nanotechnology on chemical pesticides:

The Group suspended its research works because of its current limited application on chemical pesticides.

納米技術在化學農藥中的應用：

由於該技術現時於化學農藥之應用有限，本集團已暫停研究工作。

Business objectives as stated in the Prospectus

招股章程所述之業務目標

Investment in a research and development centre

投資研發中心

Establishment of production bases and the purchase of
equipment and facilities

設立生產基地及購入設備與設施

Expansion of sales network

拓展銷售網絡

Actual business progress up to

31st December, 2002

截至二零零二年十二月三十一日止

之實際業務進度

By the end of 2002, the Group completed the construction of its research and development centre in Fuzhou, the PRC, and relocated its headquarter and principal place of operation there. The Group will continue to acquire suitable equipment and personnel to improve its research capacity.

於二零零二年底，中國福州研發中心落成，而本集團之總部及主要營業地點已遷往該處。本集團將繼續購入合適儀器及招聘人員，提升其研究能力。

In 2001, the Group acquired a parcel of land in Quanzhou, the PRC for construction of its production base. The construction plan is being prepared.

於二零零一年，本集團於中國泉州購入一幅土地以興建生產基地。施工計劃現正籌備中。

The Group set up 2 sale offices in Anhui and Jiangsu Provinces. The Group will further expand its sales network in the other provinces.

本集團已於安徽省及江蘇省設立兩個銷售辦事處。本集團將進一步於其他省份拓展銷售網絡。

Business objectives as stated
in the Prospectus

招股章程所述之業務目標

Enhancement of the Group's website

改良本集團網站

Marketing and brand building

市場推廣及品牌確立

Actual business progress up to

31st December, 2002

截至二零零二年十二月三十一日止

之實際業務進度

The Group achieved its plan to upgrade and improve its computer system and website, but postponed the establishment of an interactive exchange platform on pest information due to the deferral of the establishment of its production base.

本集團已完成提升及改良電腦系統及網站之計劃，惟由於押後興建生產基地，有關設立互動害蟲資料交流平台計劃已順延。

The Group continued to improve its product image and brand awareness through advertisement programs. The Group will continue its advertising activities to increase awareness of its products. The Group will participate in conferences, seminars to build up a good reputation for its products, and organize farmers training programs. In 2002, the Group performed training programs for farmers and sales agents in 5 provinces in the PRC.

本集團繼續透過廣告計劃提升其產品形象及品牌知名度。本集團將繼續進行廣告活動以提昇產品知名度，並參與會議及研討會，建立本集團產品之口碑，另舉行農戶培訓計劃。於二零零二年，本集團於中國五個省份提供農戶及銷售代理培訓課程。

EXECUTIVE DIRECTORS

Mr. LAO Seng Peng, aged 39, is the Chairman of the Group. He graduated from the Tsinghua University with a bachelor degree in civil structural engineering. Thereafter, he worked as an engineer for China Fujian International Economic and Technological Co-operation (中福公司) and was transferred to Macau office. From October 1997 to January 1999, Mr. Lao was the General Manager of Fujian Storage Battery Co., Ltd. (福建蓄電池有限公司), a subsidiary of BOC Group. Since Mr. Lao invested in the Group in March 1998, he is responsible for the overall management of the Group, as well as its strategic planning and business development.

Mr. CAI Wei Min, aged 56, is an Executive Director and responsible for research and development of the Group. He holds a master degree in chemical engineering from Harbin Industrial University. He is a professor and the Dean of the Environmental Protection Engineering Department of Harbin Institute of Technology and also engaged as the Dean with the Environmental Protection Engineering School of Shanghai Jiao Tong University since January 2001. He is also retained as Foreign Academician of National Science Academy of Russia. Mr. Cai is the developer of the Propulsive Agent technology and joined the Group in March 1998. Mr. Cai is primarily responsible for the Group's product research and development.

Mr. Yeh Tung-Ming, aged 53, is appointed as an executive director of the Company with effect from 20th December, 2002. He graduated from the University of Chinese Culture with a Bachelor of Arts degree. He has over 23 years of experience in the consumer electronic industry and 3C (consumer, communication, and computer) products trading in Taiwan and the PRC. Prior to joining the Group, he was the general manager of Hi-Great Electronic (Shanghai) Co., Limited, a company engaged in intelligent transport system products which developed products related to geographical information system and global positioning system from July 2001 to November 2002, and he was mainly responsible for the marketing strategy, management and administration of this company. He is responsible for the corporate planning, management and the overall administration of the Group.

執行董事

劉勝平先生，39歲，本集團主席。畢業於清華大學，持有土木結構工程學士學位。畢業後，曾於福建省中福公司任職工程師，後派駐澳門辦公室。一九九七年十月至一九九九年一月期間，劉先生擔任中銀集團附屬公司福建蓄電池有限公司的總經理。劉先生自一九九八年三月開始投資於本集團，一直負責本集團的整體管理，以及其策略計劃及業務發展。

蔡偉民先生，56歲，本集團執行董事，負責集團研究及發展。彼持有哈爾濱工業大學的化學工程碩士學位，並為哈爾濱工業大學的教授及環境保護工程學系主任，更於二零零一年一月受聘為上海交通大學環境保護工程學院院長，亦為俄羅斯國家科學院外籍院士。蔡先生是分子推進劑技術的發明者。蔡先生於一九九八年三月加盟本集團，主要負責本集團的產品研究與發展。

葉東明先生，53歲，於二零零二年十二月二十日獲委任為本公司執行董事。彼持有中國文化大學文學學士學位。葉先生在台灣及中國之消費電子業及3C(消費、通訊及電腦)產品貿易方面具備逾二十三年經驗。在加盟本集團以前，葉先生於二零零一年七月至二零零二年十一月期間出任百豐電子(上海)有限公司之總經理。該公司從事智能運輸系統產品業務，開發與地域資訊系統及全球導航系統有關之產品。葉先生主要負責該公司之市場推廣策略、管理及行政工作。葉先生目前負責本集團之企業策劃、管理及整體行政工作。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. SUN Juyi, aged 50, joined the Group in June 2001. He graduated from the Finance and Economic Institute of Tianjin in the PRC in 1978 and underwent a master research study program at the Finance and Economics Institute of Tianjin in the PRC in 1987. He is a senior accountant and a registered accountant in the PRC. He had been a lecturer of the Finance and Economic Institute of Tianjin and the assistant to the head of 深圳中華會計師事務所 (Shenzhen Chinese Accountants Firm). Mr. Sun has 20 years of experience in financial lecturing, accounting, auditing and corporate financial management.

Mr. Stacey Martin WONG, aged 35, joined the Group in June 2001. Mr. Wong has over ten years of experience in the investment banking industry and holds a master of arts degree from the University of Cambridge.

Mr. LAM Ming Yung, aged 39, joined the Group in June 2001 as an Independent Non-executive Director. He graduated from the School of Law of East China University of Politics and Law in 1986 and was awarded the degree of bachelor of law. Mr. Lam started practising law in 1987 in Fujian Province in the PRC, and moved to Hong Kong in mid-1993. He was registered as a foreign lawyer with the Hong Kong Law Society in 1995, and is now practising as a senior legal consultant of PRC corporate securities law in the Hong Kong office of Sidley Austin Brown & Wood, an international law firm, which is the legal adviser to the Company in relation to the Placing.

獨立非執行董事

孫聚義先生，50歲，於二零零一年六月加盟本集團。彼於一九七八年畢業於中國天津財經學院，並於一九八七年完成中國天津財經學院碩士研究生學習，現為高級會計師及中國註冊會計師。彼曾任天津財經學院講師、深圳中華會計師事務所所長助理。孫先生在財務教學、會計、審計及企業財務管理方面積逾20年經驗。

黃偉誠先生，35歲，於二零零一年六月加盟本集團。黃先生在投資銀行業擁有逾十年經驗。黃先生持有劍橋大學文碩士學位。

林明勇先生，39歲，獨立非執行董事，於二零零一年六月加盟本集團，在一九八六年畢業於華東政法學院法律系，持有法律學士學位。林先生在一九八七年開始在中國福建省執業，一九九三年中遷到香港。在一九九五年登記註冊為香港律師會的海外律師，現於國際律師行盛德律師事務所香港辦事處擔任中國證券部的高級法律顧問，該律師事務所為本公司配售事項的法律顧問。

SENIOR MANAGEMENT

Mr. YUEN Leong, aged 45, is the General Manager of the Group. He holds a master degree in mechanical engineering from the Shanghai Jiao Tong University (上海交通大學). Prior to joining the Group, Mr. Yuen was a senior research analyst of Fujian Provincial Research and Development Center. Mr. Yuen has over 12 years of experience in corporate management and operation. Mr. Yuen joined the Group in March 1998 and is responsible for overall management of the Group.

Mr. CHEN Li Quan, aged 61, is the Vice-General Manager of the Group. Mr. Chen graduated from Shanghai Medical University with a bachelor degree in medicine and was a former research fellow of the Geographic Survey Institute under the Ministry of Chemical Industry of the PRC. Mr. Chen has over 17 years of experience in production management on medical and chemical products. Mr. Chen joined the Group in September 1997 and is primarily responsible for overseeing the production operations as well as products' quality control measures.

Mr. WU Yong Qiang, aged 46, is the Vice-General Manager of the Group. Prior to joining the Group, Mr. Wu was the head of Marketing Department of The Import and Export Company of China Xiamen Foreign Trade Group (廈門中貿集團進出口公司) and the General Manager of Xiamen Yiren Group (廈門依人集團). Mr. Wu has over 14 years of experience in sales and marketing as well as international trade operations. Mr. Wu joined the Group in March 1998 and is responsible for the Group's sales and marketing activities.

Mr. HUANG Cai Jin, aged 31, is the Chief Consultant on Corporate Planning of the Group. He holds a doctorate degree in management science and system from Shanghai Jiaotong University (上海交通大學). Prior to joining the Group, Mr. Huang was the senior research analyst of Fujian Provincial Strategic Research and Development Center specializing in corporate development and countermeasure. Mr. Huang joined the Group in March 1998 and is responsible for the Group's strategic planning and corporate development research.

高級管理層

袁亮先生，45歲，本集團總經理。持有上海交通大學機械工程的碩士學位。在加盟本集團以前，袁先生是福建省政府經濟研究中心的高級研究員，擁有超過12年公司管理經營經驗。袁先生於一九九八年三月加盟本集團，負責本集團的整體管理工作。

陳利銓先生，61歲，本集團副總經理。陳先生畢業於上海醫科大學，持有醫學學士學位，歷任國家化工部地質勘查院研究員，擁有超過17年醫學及化學製品的生產管理經驗。陳先生於一九九七年九月加盟本集團，主要負責生產業務及商品品質管理。

吳永強先生，46歲，本集團副總經理。在加盟本集團以前，吳先生是廈門中貿集團進出口公司市場推廣部主管及廈門依人集團總經理。吳先生擁有超過14年國際貿易經營的銷售及市場推廣經驗。吳先生於一九九八年三月加盟本集團，負責本集團的銷售及市場推廣活動。

黃采金先生，31歲，本集團公司策劃的總顧問，持有上海交通大學的管理科學及系統學博士學位。在加盟本集團以前，黃先生是福建省經濟研究中心的高級研究員，專注於公司發展及對策。黃先生於一九九八年三月加盟本集團，負責本集團的策略計劃及公司發展研究。

董事及高級管理層資料

SENIOR MANAGEMENT (Continued)

Mr. LI Da Liang, aged 39, is the sales manager of the Group. He graduated from He Nan Agricultural University with a master degree in agricultural studies. Mr. Li has over 9 years of experience on sales of agricultural products. Mr. Li joined the Group in March 1998 and is responsible for the Group's sales and marketing activities.

Ms. GUO Xiang Mei, aged 40, is the finance manager of the Group. She is a qualified accountant in the PRC and has over 12 years of experience in finance and accounting. She was formerly a senior financial controller of Fujian Taisheng Trade Co., Ltd. (福建省泰晟貿易有限公司) before she joined the Group in August 2000.

Mr. DING Jian, aged 29, is the business development manager of the Group. He graduated from Fujian Mechanical Electronic School with a degree in Mechanical Science. He has over 5 years of experience on image consulting and market promotion activities. Prior to joining the Group in December 2000, he was the chief corporate identity system planner of Fujian Southeast Broadcast & TV Networks Co., Ltd. (東南廣播電視網絡有限公司) and the chief promoter of the Third China Investment and Trade Forum.

Mr. PENG Dong Yue, aged 30, is the production manager of the Group. Mr. Pang studied in Fuzhou Normal University in finance study. Prior to joining the Group in March 1998, Mr. Pang was a senior executive to Fujian Southeast Broadcast & TV Networks Co., Ltd. (東南廣播電視網絡有限公司). Mr. Pang is primarily responsible for production management of the Group.

Mr. Cheung Ying Kwan, aged 43, is the qualified accountant, company secretary and an authorised representative of the Group. He joined the Group in April 2001 and is responsible for the finance and accounting of the Group. He has over 20 years of experience in accounting and financial management. Prior to joining the Group, Mr. Cheung had worked for a number of listed companies in various industries. Mr. Cheung is a fellow member of the Association of Chartered Certified Accountants and an associated member of the Hong Kong Society of Accountants.

高級管理層 (續)

李大良先生，39歲，本集團銷售經理。畢業於河南農業大學，持有農業學碩士學位。李先生擁有逾9年農製品銷售的經驗。李先生於一九九八年三月加盟本集團，負責本集團的銷售及市場推廣活動。

郭香美女士，40歲，本集團財務經理，為中國合資格會計師，擁有逾12年財務及會計經驗。於二零零零年八月加盟本集團前，為福建省泰晟貿易有限公司的高級財務總監。

丁健先生，29歲，本集團業務拓展經理，畢業於福建機電學校，持有機械科學學位。彼擁有超過五年形象顧問及市場推廣活動經驗。在二零零零年十二月加盟本集團以前，丁先生為福建東南廣播電視網絡有限公司的公司識別系統總監及第三屆中國投資與貿易洽談會總策劃人。

彭東岳先生，30歲，本集團生產經理。於福州師範大學修讀金融學。在一九九八年三月加盟本集團以前，彼為福建東南廣播電視網絡有限公司的高級行政人員。彭先生主要負責管理本集團的生產。

張應坤先生，43歲，本集團合資格會計師、公司秘書兼法定代表。於二零零一年四月加盟本集團，負責本集團財務及會計事宜。張先生擁有逾20年的會計及財務管理經驗。在加盟本集團之前，張先生曾任職於多間從事不同行業之上市公司。張先生為英國公認會計師公會資深會員及香港會計師公會會員。

股東週年大會通告

NOTICE IS HEREBY GIVEN that the Annual General Meeting of shareholders of Goldigit Atom-tech Holdings Limited (the "Company") will be held at 49th Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong, on Tuesday 29th April, 2003 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31st December, 2002;
2. To re-elect directors and authorize the board of directors (the "Board") to fix their remuneration;
3. To re-appoint the auditors, Deloitte Touche Tohmatsu, and to authorise the Board to fix their remuneration; and

As special business to consider and, if thought fit, pass the following ordinary resolutions:

ORDINARY RESOLUTIONS

4. "THAT:
 - (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the power of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this Resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements, and options which might require the exercise of such power after the end of the Relevant Period;

金澤超分子科技控股有限公司(「本公司」)謹此公佈，謹訂於二零零三年四月二十九日星期二上午十時三十分假座香港中環花園道1號中銀大廈49樓舉行股東週年大會，以商討下列事項：

1. 省覽截至二零零二年十二月三十一日止年度之經審核財務報表、董事會報告及核數師報告；
2. 重選董事，並授權董事會(「董事會」)釐定董事酬金；
3. 續聘核數師德勤•關黃陳方會計師行，並授權董事會釐定核數師酬金；及

作為特別事項，考慮及酌情通過以下決議案為普通決議案：

普通決議案

4. 「動議：
 - (a) 在本決議案(c)段之規限下，謹此一般及無條件批准本公司董事，於有關期間(定義見本決議案)行使本公司一切權力，以配發、發行及處理本公司股本中之額外股份及作出或授予可能需行使該等權力的售股建議、協議及購股權；
 - (b) 批准本決議案(a)段，授權本公司董事於有關期間，作出或授予在有關期間結束後可能需行使該等權力之售股建議、協議及購股權；

- (c) the aggregate nominal amount of share capital allotted, or agreed conditionally or unconditionally to be allotted (whether pursuant to the exercise of options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:
- (i) a Rights Issue (as hereinafter defined);
- (ii) any share option scheme or similar arrangement of the Company for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or
- (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval in paragraph (a) shall be limited accordingly;
- (d) for the purpose of this Resolution, "Relevant Period" means the period from the passing of this Resolution until whichever is the earlier of:
- (i) the conclusion of the next annual general meeting of the Company;
- (c) 本公司董事根據本決議案(a)段批准·配發或同意有條件或無條件配發(不論根據購股權獲行使或其他原因而配發者)之股本面值總額·不得超過本決議案獲通過當日本公司已發行股本面值總額20%·而(a)段所述批准亦須受此限制·惟根據下述配發者除外:
- (i) 供股(定義見本決議案);
- (ii) 本公司當時就向本公司及/或其任何附屬公司之高級職員及/或僱員授出或發行股份或認購本公司股份之權利而採納之任何購股權計劃或類似安排;或
- (iii) 任何以股代息計劃或根據本公司之公司組織章程細則規定配發股份以代替本公司股份之全部或部分股息之類似安排;
- (d) 就本決議案而言·「有關期間」指由本決議案獲通過當日起至下列事項最早發生止期間:
- (i) 本公司下屆股東週年大會結束;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by law or by the Company's Articles of Association to be held; and

(iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting;

and "Rights Issue" means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company)."

5. "THAT:

(a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the capital of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited or of any other stock exchange recognized for this purpose by the Securities and Futures Commission of Hong Kong under the Hong Kong Code on Share Repurchase (as amended from time to time), be and is hereby generally and unconditionally approved;

(ii) 按任何法例或本公司之公司組織章程細則規定本公司須召開下屆股東週年大會之期限屆滿;及

(iii) 本公司股東於股東大會上通過普通決議案撤銷或更改本決議案授予之權力;

及「供股」乃指於本公司董事指定期間內，向於指定記錄日期名列股東名冊之本公司股份持有人，按彼等當日持有股份之比例提呈股份發售之建議（惟本公司董事有權按需要或權宜就零碎股權或經考慮任何地區適用於本公司之法例或任何認可監管機關或證券交易所規定之任何限制或責任後，取消若干股份持有人在此方面之權利或作出其他安排）。」

5. 「動議：

(a) 在本決議案(b)段規限下，謹此一般及無條件批准本公司董事於有關期間（定義見本決議案）內，根據所有適用法例及證券上市規則之規定，行使本公司一切權力，在香港聯合交易所有限公司創業板或香港證券及期貨事務監察委員會根據香港股份購回守則（不時修訂）就此認可之任何其他證券交易所，購回本公司股本中股份；

- (b) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution, "Relevant Period" means the period from the passing of this Resolution until whichever is the earlier of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or by the Company's articles of association to be held; and
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting."
6. "THAT conditional upon the passing of Ordinary Resolutions No. 4 and 5 set out in this notice convening this meeting, of which this Resolution forms part, the aggregate nominal amount of share capital of the Company that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the directors of the Company pursuant to and in accordance with the mandate granted under Ordinary Resolution No. 4 be and is hereby increased and extended by the addition thereto of the aggregate nominal amount of the shares capital of the Company repurchased by the Company pursuant to and in accordance with the mandate granted under Ordinary Resolution No. 5 since the granting of such repurchase
- (b) 根據上文(a)段之批准本公司將予購回之股份面值總額，不得超過於本決議案獲通過當日本公司已發行股本面值總額10%，而上述批准亦須受此限制；及
- (c) 就本決議案而言，「有關期間」指本決議案獲通過當日起至下列事項最早發生止期間：
- (i) 本公司下屆股東週年大會結束時；
 - (ii) 按任何法例或本公司之公司組織章程細則規定本公司須召開下屆股東週年大會之期限屆滿；及
 - (iii) 本公司股東於股東大會上通過普通決議案撤銷或更改本決議案授予之權力。」
6. 「**動議**待召開大會之本通告（本決議案構成其中部分）所載第4項及第5項普通決議案獲通過後，本公司董事根據及按照第4項普通決議案所授予之授權，配發、發行或處理或有條件或無條件同意配發、發行或處理之本公司股本面值總額，謹此按本公司自授出該等購回授權後根據及按照第5項普通決議案授予之授權所購回本公司股本面值總額額外增加及擴大，惟該數額不得超過於本決議案獲通過

Notice of Annual General Meeting

股東週年大會通告

mandate, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution."

By Order of the Board
Goldigit Atom-tech Holdings Limited
Cheung Ying Kwan
Company Secretary

27th March, 2003

Principal place of business:

Unit 908, 9th Floor,
K. Wah Centre, No. 191 Java Road,
North Point, Hong Kong

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company. Proxy forms must be deposited with the Company's Branch Share Registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, at Shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not less than 48 hours before the time appointed for holding the Meeting or adjourned Meeting.
2. The register of members of the Company will be closed from Friday 25th April, 2003 to Tuesday, 29th April, 2003, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the meeting convened by the above, all share certificates with completed transfer forms must be lodged with the Company's Hong Kong Branch Registrar, Hong Kong Registrars Limited at the above address not later than 4:00 p.m. on Thursday, 24th April, 2003.
3. Concerning Ordinary Resolution No. 4, the directors of the Company wish to state that they have no immediate plans to issue any new shares of the Company other than the shares that may be issued under the Company's share option scheme. Approval is being sought from members under Ordinary Resolution 4 as a general mandate for the purposes of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.
4. An Explanatory Statement in relation to Ordinary Resolutions No. 4 and 5 will be sent to shareholders together with the Company's Annual Report.

當日本公司已發行股本面值總額
10%。」

承董事會命
金澤超分子科技控股有限公司
公司秘書
張應坤

二零零三年三月二十七日

主要營業地點:

香港北角
渣華道191號嘉華國際中心
9樓908室

附註:

1. 有權出席大會及於會上投票表決之股東，有權委派一名或以上受委代表出席大會及代其投票。受委代表毋須為本公司股東。代表委任表格最遲須於大會或其任何續會指定舉行時間四十八小時前送達本公司之香港股份過戶登記分處香港證券登記有限公司，地址為香港皇后大道東183號合和中心17樓1712-1716室。
2. 本公司將於二零零三年四月二十五日星期五至二零零三年四月二十九日星期二（包括首尾兩日）期間暫停辦理股份過戶登記手續，期間不會辦理股份過戶。為符合資格出席召開之大會，所有股票連同填妥之過戶文件須於二零零三年四月二十四日星期四下午四時正前送上述地址交本公司香港股份過戶登記分處香港證券登記有限公司。
3. 就第4項普通決議案而言，本公司董事謹此聲明，除根據本公司購股權計劃可能予以發行股份外，彼等無即時計劃發行本公司任何新股份。本公司謹就香港聯合交易所有限公司創業板證券上市規則，徵求股東批准第4項普通決議案為一般授權。
4. 有關第4及第5項普通決議案之說明函件將連同本公司年報寄交股東。

The directors present their annual report and the audited financial statements for the year ended 31st December, 2002.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The activities of its principal subsidiaries are set out in note 26 to the financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31st December, 2002 are set out in the consolidated income statement on page 36 of the annual report.

No interim dividend was paid to the shareholders during the year. The directors do not recommend the payment of a final dividend in respect of the year ended 31st December, 2002.

PROPERTY, PLANT AND EQUIPMENT

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

PURCHASE, SALES OR REDEMPTION OF LISTED SECURITIES

There were no purchase, sale or redemption of the Company's listed securities by the Company or any of its subsidiaries during the year.

董事謹提呈截至二零零二年十二月三十一日止年度之年報及經審核財務報表。

主要業務

本公司乃一間投資控股公司，其附屬公司之主要業務載於財務報表附註26。

業績及分派

本集團截至二零零二年十二月三十一日止年度之業績載於本年報第36頁綜合收益表。

年內，並無向股東派付任何中期股息。董事建議不派發截至二零零二年十二月三十一日止年度的末期股息。

物業、廠房及設備

本集團及本公司於年內之物業、廠房及設備變動詳情載於財務報表附註12。

購買、出售或贖回上市證券

年內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

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

Executive directors:

Lao Seng Peng
(Chairman)
Cai Wei Min
Yeh Tung Ming (appointed on 20th December, 2002)
Yuen Leong (resigned on 20th December, 2002)

Independent non-executive directors:

Sun Juyi
Wong Stacey Martin
Lam Ming Yung

In accordance with the provisions of the Company's Articles of Association, Messrs. Cai Wei Min and Yeh Tung Ming will retire at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election.

Each of the executive directors has entered into a service agreement with the Company under which they are to act as executive directors for an initial term of three years commencing from their respective dates of appointment and shall continue thereafter until terminated by either party giving to the other not less than six calendar months' notice in writing. All executive directors are also entitled to a discretionary bonus calculated as a percentage of the audited consolidated profit of the Group attributable to shareholders of the Company whenever for each year the audited consolidated net profit of the Group after taxation and minority interests but before extraordinary and exceptional items and before payment of the total directors' bonus payable exceeds HK\$60 million. The percentage shall be determined by the board of directors but in any case the aggregate amount payable in each financial year to all executive directors of the Company shall not exceed 6% of such profit.

董事及董事服務合約

年內及截至本報告日期止期間在任之本公司董事如下:

執行董事:

劉勝平
(主席)
蔡偉民
葉東明 (於二零零二年十二月二十日獲委任)
袁亮 (於二零零二年十二月二十日辭任)

獨立非執行董事:

孫聚義
黃偉誠
林明勇

根據本公司的公司組織章程細則條文，蔡偉民先生及葉東明先生將於應屆股東週年大會任滿告退，惟彼等合資格並願意膺選連任。

各執行董事均已與本公司訂立服務協議。彼等據此擔任執行董事的初步年期自其各自獲委任日期起計為期三年，期滿後繼續有效，直至任何一方向另一方發出不少於六個曆月書面通知終止為止。所有執行董事亦有權享有本公司股東應佔本集團經審核綜合盈利某一百分比數額作為酌情花紅，惟僅會於本集團各年的經審核綜合盈利淨額（已扣除稅項及少數股東權益後，惟不計及非經常及特殊項目，且未計及支付予所有董事的花紅總額）超過60,000,000港元才予以支付。該百分比由董事會釐定，惟本公司於各財政年度應付所有執行董事的花紅總額不可超過該等盈利6%。

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS (Continued)

Each of the independent non-executive directors was appointed for a period of one year commencing from their respective appointment date, and, upon expiry of their appointment, their appointment will be renewed on a yearly basis unless terminated.

None of the directors being 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' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES

As at 31st December, 2002, the interests of the directors and chief executive and their associates in the share capital of the Company as recorded in the register maintained by the Company pursuant to Section 29 of the Hong Kong Securities (Disclosure of Interests) Ordinance ("SDI Ordinance") were as follows:

Name of director

董事姓名

Mr. Lao Seng Peng 劉勝平先生

Note: These shares are held by Best Today Investments Limited ("Best Today"), a company incorporated in the British Virgin Islands ("BVI") and wholly owned by Mr. Lao Seng Peng.

Other than as disclosed above, none of the directors and chief executive and their associates, had any interests in the share capital of the Company or any of its associated corporations (within the meaning of the SDI Ordinance) which is required to be recorded in the Register of Directors' Interest pursuant to Section 29 of the SDI Ordinance or as otherwise notified to the Company and the Stock Exchange pursuant to rules 5.41 to 5.59 of the Rules Governing the Listing of Securities on the Growth Enterprise Market ("GEM") of the Stock Exchange ("GEM Listing Rules").

董事及董事服務合約 (續)

各獨立非執行董事之任期由其各自獲委任日期起計至任期屆滿止，為期一年，除非彼等之委任予以終止，否則將每年續期。

概無擬於應屆股東週年大會上膺選連任之董事與本公司或其任何附屬公司訂立任何不可由本集團於一年內終止而毋須作出賠償之服務合約（法定賠償除外）。

董事及行政總裁於證券中之權益

於二零零二年十二月三十一日，按本公司根據證券（披露權益）條例（「披露權益條例」）第29條存置之登記冊所記錄，董事、行政總裁及彼等之聯繫人士於本公司股本中之權益如下：

Corporate interest

公司權益

1,169,479,600

附註：此等股份由 Best Today Investments Limited（「Best Today」）持有，該公司於英屬處女群島註冊成立，由劉勝平先生全資擁有。

除上文所披露者外，概無董事及行政總裁及彼等之聯繫人士於本公司或其任何相聯法團（定義見披露權益條例）股本中擁有須根據披露權益條例第29條存置之董事權益登記冊所記錄之任何權益，或根據聯交所創業板（「創業板」）證券上市規則（「創業板上市規則」）第5.41至5.59條須知會本公司及聯交所之其他權益。

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the year was the Company, its holding company or any of its subsidiaries, a party to any arrangements to enable the directors and chief executive of the Company to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of, the Company or any other body corporate and neither of the directors nor the chief executive nor any of 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.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contracts of significance, to which the Company, its holding 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 31st December, 2002, the register of substantial shareholders maintained under Section 16(1) of the SDI Ordinance showed that, other than the interests disclosed above in respect of the directors and chief executive, the Company has not been notified of any other interests representing 10% or more of the Company's issued share capital as at 31st December, 2002.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the five largest customers of the Group accounted for about 38% of the turnover of the Group and the largest customer accounted for about 9% of the total turnover.

The five largest suppliers of the Group in aggregate accounted for about 100% of its operating costs for the year. Purchases from the largest supplier accounted for about 94% of its operating costs.

At no time during the year, none of the directors, their associates, or shareholders of the Company (which to the knowledge of the directors own more than 5% of the Company's share capital) had any interest in any of the Group's five largest customers or suppliers for the financial year ended 31st December, 2002.

All transactions between the Group and its customers were carried out on normal commercial terms.

購買股份或債券之安排

於年內任何時間，本公司、其控股公司或其任何附屬公司概無訂立任何安排，致使本公司董事及行政總裁可藉著購入本公司或任何其他法人團體的股份或債務證券（包括債券）而獲取利益，而各董事或行政總裁或彼等之配偶或十八歲以下子女亦無任何認購本公司證券之權利或已行使任何該等權利。

董事於重大合約之權益

於年結日或年內任何時間，本公司、其控股公司或其任何附屬公司概無訂有本公司董事直接或間接擁有重大權益之重大合約。

主要股東

於二零零二年十二月三十一日，除上文所披露董事及行政總裁權益外，按根據披露權益條例第16(1)條存置之主要股東名冊所示，本公司並無獲悉任何人士於本公司已發行股本中擁有10%或以上之其他權益。

主要客戶及供應商

年內，本集團五大客戶佔本集團營業額約38%，而最大客戶佔總營業額約9%。

本集團五大供應商合共佔本年度經營成本約100%，而向最大供應商之採購佔其經營成本約94%。

於年內任何時間，本公司董事、彼等之聯繫人士或任何股東（就董事所知，擁有本公司5%以上股本之股東）概無於本集團截至二零零二年十二月三十一日止財政年度內於五大客戶或供應商中擁有任何權益。

本集團與客戶之所有交易按照一般商業條款進行。

AUDIT COMMITTEE

The audit committee meets regularly with the management to review the accounting principles and practices adopted by the Group and discuss internal control and financial reporting matters including reviews of the quarterly unaudited consolidated financial statements. The members of the audit committee are Mr. Sun Juyi, Mr. Wong Stacey Martin and Mr. Lam Ming Yung.

During the year, the Audit Committee held 5 meetings and performed the following duties:

1. reviewed and commented on the Company's draft annual and interim financial reports; and
2. met with the external auditors and participated in the reappointment and assessment of the performance of the external auditors.

RETIREMENT BENEFITS SCHEME

The Group strictly complies with the Mandatory Provident Fund Ordinance in making mandatory contributions for its staff in Hong Kong and staff retirement fund for those staff in the People's Republic of China.

CORPORATE GOVERNANCE

The Company has complied throughout the year with the rules 5.28 to 5.39 as set out in GEM Listing Rules.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Association, or the laws of the Cayman Islands, which oblige the Company to offer new shares on pro-rata basis to existing shareholders.

審核委員會

審核委員會定期與管理層舉行會議，審閱本集團所採納之會計原則及慣例、討論內部監控及財務申報事項，包括審閱每季之未經審核綜合財務報表。審核委員會成員包括孫聚義先生、黃偉誠先生及林明勇先生。

年內，審核委員會共舉行5次會議及履行以下職責：

1. 審閱本公司之年度及中期財務報告草擬本及作出意見；及
2. 與外界核數師會面及參與重新委任與評估外界核數師表現。

退休福利計劃

本集團嚴格遵照強制性公積金條例，就香港員工作出強制性公積金供款，並為中華人民共和國員工之員工退休金作出供款。

公司管治

本公司於年內一直遵守創業板上市規則所載第5.28至5.39條之規定。

優先購買權

本公司之公司組織章程細則或開曼群島法例並無有關優先購買權之規定，本公司毋須按比例向現有股東提呈新股份。

COMPETING INTERESTS

The Board is not aware of, as at 31st December, 2002, any business or interest of each director, management shareholder and the respective associates of each that competes or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.

SPONSOR'S INTERESTS

As notified by the Company's then sponsor, Core Pacific-Yamaichi Capital Limited ("CPY Capital"), as at 31st December, 2002, a wholly-owned subsidiary of Core Pacific-Yamaichi International (H.K.) Limited, an associate (as referred to in Note 3 to Rule 6.35 of the GEM Listing Rules) of CPY Capital, held 512,000 shares in the Company. Save as disclosed herein, neither CPY Capital nor its directors, employees or associates (as referred to in Note 3 to Rule 6.35 of the GEM Listing Rules) had any interests in the share capital of the Company as at 31st December, 2002.

Pursuant to the agreement dated 10th July, 2001 entered into between the Company and CPY Capital, whereby, for a fee, CPY Capital will act as the Company's sponsor for the period from 9th July, 2001 to 31st December, 2003. On 19th March, 2003, the sponsor agreement was terminated.

Pursuant to an agreement dated 20th February, 2003 entered into between the Company and MasterLink Securities (Hong Kong) Corporation Limited ("MasterLink"), whereby, for a fee, MasterLink will act as the Company's sponsor for the period from 19th March, 2003 to 31st December, 2003 or until the sponsor agreement is terminated upon the terms and conditions set out therein. As notified by MasterLink, MasterLink, its directors, employees or associates (as referred to in Note 3 to Rule 6.35 of the GEM Listing Rules), as at 31st December, 2002, did not have any interests in the securities of the Company or any members of the Group, or any rights to subscribe for or to nominate persons to subscribe for the securities of the Company or any members of the Group.

競爭性權益

據董事會所知，於二零零二年十二月三十一日，各董事、管理層股東及彼等各自之聯繫人士概無於對本集團之業務構成或可能構成競爭之業務中擁有權益，而任何該等人士與本集團亦無任何其他利益衝突。

保薦人權益

本公司去任保薦人京華山一企業融資有限公司（「京華山一」）知會，於二零零二年十二月三十一日，京華山一國際（香港）有限公司之全資附屬公司（京華山一之聯繫人士）（創業板上市規則第6.35條附註3所述）持有本公司512,000股股份。除本文所披露者外，於二零零二年十二月三十一日，京華山一、其董事、僱員及聯繫人士（創業板上市規則第6.35條附註3所述）概無於本公司股本中持有任何權益。

根據本公司與京華山一於二零零一年七月十日訂立之協議，京華山一於二零零一年七月九日起至二零零三年十二月三十一日止期間出任本公司之保薦人，並收取費用。於二零零三年三月十九日，保薦人協議終止。

根據本公司及元富證券（香港）有限公司（「元富」）所訂立日期為二零零三年二月二十日之協議，元富將於二零零三年三月十九日至二零零三年十二月三十一日期間或直至按照協議所載條款及條件終止保薦人協議期間，出任本公司保薦人，並收取費用。誠如元富知會，於二零零二年十二月三十一日，元富、其董事、僱員及聯繫人士（創業板上市規則第6.35條附註3所述）概無於本公司或本集團任何成員公司證券中持有任何權益或可認購或指派他人認購本公司或本集團任何成員公司證券之權利。

AUDITORS

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

On behalf of the Board

Lao Seng Peng

Chairman and Chief Executive Officer

21st March, 2003

核數師

本公司將於股東週年大會提呈決議案續聘德勤•關黃陳方會計師行為本公司核數師。

代表董事會

劉勝平

主席兼行政總裁

二零零三年三月二十一日

德勤·關黃陳方會計師行

Certified Public Accountants
26/F, Wing On Centre
111 Connaught Road Central
Hong Kong

執業會計師
香港中環干諾道中111號
永安中心26樓

Deloitte Touche Tohmatsu

TO THE MEMBERS OF GOLDIGIT ATOM-TECH HOLDINGS LIMITED
(incorporated in the Cayman Islands with limited liability)

We have audited the financial statements on pages 36 to 67 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The directors are responsible for the preparation of financial statements which give a true and fair view. In preparing financial statements which give a true and fair view it is fundamental that appropriate accounting policies are selected and applied consistently.

It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

BASIS OF OPINION

We conducted our audit in accordance with Statements of Auditing Standards issued by the Hong Kong Society of Accountants. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the circumstances of the Company and of the Group, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance as to whether the financial statements are free from material misstatement. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements. We believe that our audit provides a reasonable basis for our opinion.

**致金澤超分子科技控股有限公司
列位股東**

(於開曼群島註冊成立之有限公司)

本核數師行已完成審核刊於第36頁至第67頁按照香港公認會計原則編製之財務報表。

董事及核數師各自之責任

貴公司董事負責編製真實公平之財務報表。在編製真實公平之財務報表時，董事必須選擇及貫徹採用合適之會計政策。

本核數師行之責任是根據審核工作之結果，對該等財務報表作出獨立意見，並向股東報告。

意見之基礎

本核數師行是按照香港會計師公會頒佈之核數準則進行審核工作。審核範圍包括以抽查方式查核與財務報表所載數額及披露事項有關之憑證，亦包括評估董事於編製該等財務報表時所作之重大估計及判斷、所釐定之會計政策是否適合 貴公司及 貴集團之具體情況，以及有否貫徹運用並足夠披露該等會計政策。

本核數師行在計劃及進行審核工作時，均以取得一切本行認為必需之資料及解釋為目標，使本核數師行能獲得充分之憑證，就該等財務報表是否存有重要錯誤陳述，作合理之確定。在作出意見時，本核數師行亦已衡量該等財務報表所載資料在整體上是否足夠。本核數師行相信，吾等之審核工作已為下列意見建立合理之基礎。

OPINION

In our opinion the financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31st December, 2002 and of the profit and cash flows of the Group for the year then ended and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Deloitte Touche Tohmatsu
Certified Public Accountants

Hong Kong, 21st March, 2003

意見

本核數師行認為上述財務報表均真實與公正地反映 貴公司及 貴集團於二零零二年十二月三十一日之財務狀況及 貴集團截至該日止年度之溢利及現金流量，並已按照香港公司條例之披露要求而妥為編製。

德勤•關黃陳方會計師行
執業會計師

香港，二零零三年三月二十一日

Consolidated Income Statement

綜合收益表

For the year ended 31st December, 2002
截至二零零二年十二月三十一日止年度

		Note 附註	2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Turnover	營業額	4	85,908	111,023
Cost of sales	銷售成本		(28,883)	(36,417)
Gross profit	毛利		57,025	74,606
Other operating income	其他經營收入	6	2,493	2,419
Selling expenses	銷售費用		(4,967)	(2,945)
Administrative expenses	行政費用		(8,812)	(7,116)
Research and development costs	研究及開發成本		(6,918)	(4,089)
Written off of intangible assets	撇銷無形資產		(1,410)	-
Profit before taxation	除稅前盈利	7	37,411	62,875
Taxation	稅項	9	-	1,021
Net profit for the year	年內盈利淨額		37,411	61,854
Dividends	股息	10	-	30,398
Earnings per share (HK cents)	每股盈利 (港仙)	11		
Basic	基本		2.20	4.05

Consolidated Balance Sheet

綜合資產負債表

At 31st December, 2002

於二零零二年十二月三十一日

		Note 附註	2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	12	40,746	9,168
Intangible assets	無形資產	13	6,580	8,930
			<u>47,326</u>	<u>18,098</u>
Current assets	流動資產			
Inventories	存貨	15	401	523
Other receivables, prepayments and deposits	其他應收款項、 預付款項及按金		2,145	12,063
Cash and bank balances	現金及銀行結餘		185,106	186,583
			<u>187,652</u>	<u>199,169</u>
Current liabilities	流動負債			
Trade and other payables	應付賬款及其他應付款項	16	3,483	757
Accruals	應計款項		1,927	1,077
Amounts due to directors	應付董事款項	17	–	2,878
			<u>5,410</u>	<u>4,712</u>
Net current assets	流動資產淨值		<u>182,242</u>	<u>194,457</u>
			<u>229,568</u>	<u>212,555</u>
Capital and reserves	資本及儲備			
Share capital	股本	19	84,993	84,993
Reserves	儲備		144,575	127,562
			<u>229,568</u>	<u>212,555</u>

Lao Seng Ping
劉勝平
Director
董事

Yeh Tung Ming
葉東明
Director
董事

Balance Sheet

資產負債表

At 31st December, 2002

於二零零二年十二月三十一日

			2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
		Note 附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	12	21	27
Investments in subsidiaries	於附屬公司之投資	14	28,475	28,475
			<u>28,496</u>	<u>28,502</u>
Current assets	流動資產			
Other receivables and prepayments	其他應收款項及預付款項		19	2,572
Amounts due from subsidiaries	附屬公司欠款		91,880	39,190
Cash and bank balances	現金及銀行結餘		67,977	144,976
			<u>159,876</u>	<u>186,738</u>
Current liabilities	流動負債			
Accruals	應計款項		1,139	1,056
Amounts due to directors	應付董事款項	17	-	206
			<u>1,139</u>	<u>1,262</u>
Net current assets	流動資產淨值		<u>158,737</u>	<u>185,476</u>
			<u>187,233</u>	<u>213,978</u>
Capital and reserves	資本及儲備			
Share capital	股本	19	84,993	84,993
Reserves	儲備	21	102,240	128,985
			<u>187,233</u>	<u>213,978</u>

Lao Seng Ping
劉勝平
Director
董事

Yeh Tung Ming
葉東明
Director
董事

Consolidated Statement of Changes in Equity

綜合股東權益變動報表

For the year ended 31st December, 2002

截至二零零二年十二月三十一日止年度

		Share capital of subsidiaries comprising the Group	Share premium	Exchange reserve	Goodwill reserve	Special reserve	Statutory reserve fund	Accumulated profits	Total
		Share capital	Share premium	Exchange reserve	Goodwill reserve	Special reserve	Statutory reserve fund	Accumulated profits	Total
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1st January, 2001	於二零零一年一月一日	-	78	-	-	(193)	350	2,857	3,092
Exchange difference arising on translation of financial statements of operations outside Hong Kong not recognised in income statement	折算香港境外業務財務報表產生而並未於收益表確認之匯兌差額	-	-	-	(36)	-	-	-	(36)
Share swap in accordance with the group reorganisation in preparation for listing of the Company's shares on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited ("Group Reorganisation")	遵照為準備本公司股份於香港聯合交易所有限公司創業板上市進行集團重組(「集團重組」)而交換之股份	5	(78)	-	-	73	-	-	-
Issue of shares by means of placing	透過配售發行股份	17,000	-	153,000	-	-	-	-	170,000
Capitalisation issue of shares	股份資本化發行	67,988	-	(67,988)	-	-	-	-	-
Expenses incurred in connection with the issue of shares	股份發行開支	-	-	(12,355)	-	-	-	-	(12,355)
Transfer	轉撥	-	-	-	-	-	6,971	(6,971)	-
Net profit for the year	年內盈利淨額	-	-	-	-	-	-	61,854	61,854
Dividends paid	已派股息	-	-	-	-	-	-	(10,000)	(10,000)
At 31st December, 2001 and 1st January, 2002	於二零零一年十二月三十一日及二零零二年一月一日	84,993	-	72,657	(36)	(193)	7,321	47,740	212,555
Net profit for the year	年內盈利淨額	-	-	-	-	-	-	37,411	37,411
2001 final dividend paid	二零零一年已派末期股息	-	-	-	-	-	-	(20,398)	(20,398)
At 31st December, 2002	於二零零二年十二月三十一日	84,993	-	72,657	(36)	(193)	7,321	64,753	229,568

STATUTORY RESERVE FUND

In accordance with the Law of the People's Republic of China ("PRC") on foreign enterprises, the wholly foreign-owned enterprise is required to transfer an amount of not less than 10% of its profit after tax to the statutory reserve fund until its balance reaches 50% of its registered capital. The statutory reserve fund may be used for making up losses and capitalisation into capital.

法定儲備基金

按照中華人民共和國(「中國」)有關外資企業之法例，全外資企業須最少將除稅後盈利之10%撥入法定儲備基金內，直至結餘達註冊資本50%為止。該等法定儲備基金可以用作填補虧損和撥作資本。

Consolidated Cash Flow Statement

綜合現金流量表

For the year ended 31st December, 2002
截至二零零二年十二月三十一日止年度

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
OPERATING ACTIVITIES	經營活動		
Profit before taxation	除稅前盈利	37,411	62,875
Adjustments for:	經調整：		
Interest income	利息收入	(2,490)	(2,369)
Depreciation of property, plant and equipment	物業、廠房及 設備折舊	472	429
Amortisation of intangible assets	攤銷無形資產	940	940
Written off of intangible assets	撇銷無形資產	1,410	-
Operating cash flows before movements in working capital	營運資本變動前之 經營現金流量	37,743	61,875
Decrease (increase) in inventories	存貨減少(增加)	122	(512)
Decrease (increase) in other receivables, prepayments and deposits	其他應收款項、預付款項 及按金減少(增加)	10,897	(10,928)
Decrease in amount due to a shareholder	應付股東款項減少	-	(3,646)
Increase (decrease) in trade and other payables	應付賬款及其他應付款項 增加(減少)	2,726	(6,315)
Increase in accruals	應計款項增加	850	1,017
(Decrease) increase in amounts due to directors	應付董事款項 (減少)增加	(2,878)	2,878
Decrease in amount payable for acquisition of licence	應付特許權款項減少	-	(752)
Cash generated from operations	經營業務產生之現金	49,460	43,617
Overseas income taxes paid	已付海外利得稅	-	(1,021)
NET CASH FROM OPERATING ACTIVITIES	經營活動產生之現金 淨額	49,460	42,596
INVESTING ACTIVITIES	投資活動		
Interest received	已收利息	1,511	2,369
Purchase of property, plant and equipment	購買物業、廠房 及設備	(32,050)	(5,947)
Purchase of intangible assets	購買無形資產	-	(1,410)
NET CASH USED IN INVESTING ACTIVITIES	投資活動動用之現金 淨額	(30,539)	(4,988)

Consolidated Cash Flow Statement

綜合現金流量表

For the year ended 31st December, 2002
截至二零零二年十二月三十一日止年度

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
FINANCING ACTIVITIES	融資活動		
Dividends paid	已付股息	(20,398)	(10,000)
Proceeds from new issue of shares less issuing expenses	新股發行所得款項減發行開支	-	157,645
NET CASH (USED IN) FROM FINANCING ACTIVITIES	融資活動(動用)產生之現金淨額	(20,398)	147,645
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值項目淨額(減少)增加	(1,477)	185,253
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	年初之現金及現金等值項目	186,583	1,366
EFFECT OF FOREIGN EXCHANGE RATE	匯率之影響	-	(36)
CASH AND CASH EQUIVALENTS AT END OF THE YEAR REPRESENTED BY CASH AND BANK BALANCES	相等於現金及銀行結餘之年終之現金及現金等值項目	185,106	186,583

財務報表附註

For the year ended 31st December, 2002
截至二零零二年十二月三十一日止年度

1. GENERAL

The Company is incorporated in the Cayman Islands as an exempted company with limited liability and its shares are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

The Company is an investment holding company and the principal activities of the Group are the development and distribution of insecticides.

2. ADOPTION OF NEW AND REVISED STATEMENTS OF STANDARD ACCOUNTING PRACTICE

In the current year, the Group has adopted, for the first time, a number of new and revised Statements of Standard Accounting Practice ("SSAP"s) issued by the Hong Kong Society of Accountants. The adoption of these SSAPs has resulted in changes in the format of presentation of the cash flow statement and the inclusion of the statement of changes in equity, but has had no material effect on the results for the current or prior accounting periods. Accordingly, no prior period adjustment has been required.

3. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention.

The financial statements have been prepared in accordance with accounting principles generally accepted in Hong Kong. The principal accounting policies adopted are set out below:

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31st December each year.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

1. 一般資料

本公司於開曼群島註冊成立為獲豁免有限公司，其股份於香港聯合交易所有限公司創業板上市。

本公司乃一間投資控股公司，而本集團的主要業務為開發及分銷殺蟲劑。

2. 採納新頒佈及新修訂會計實務準則

本集團於本年度首次採納香港會計師公會頒佈的多項新頒佈及新修訂會計實務準則（「會計實務準則」）。採納該等準則導致現金流量表之呈列方式有所變動及須加入股東權益變動報表，惟對本期或過往會計期間之業績並無重大影響。因此，毋需作出前期調整。

3. 主要會計政策

財務報表乃按歷史成本常規法編製。

財務報表乃按香港普遍接納的會計原則編製，就此採納之主要會計政策如下：

綜合基準

綜合財務報表包括本公司及其附屬公司每年截至十二月三十一日止之財務報表。

年內收購或售出之附屬公司之業績由實際收購日期起計入綜合收益表，或計至實際出售日期為止（按適用情況）。

財務報表附註

For the year ended 31st December, 2002
截至二零零二年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Goodwill

Goodwill arising on consolidation represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of a subsidiary at the date of acquisition.

Goodwill arising on acquisitions prior to 1st January, 2001 continues to be held in reserves, and will be charged to the income statement at the time of disposal of the relevant subsidiary, or at such time as the goodwill is determined to be impaired.

Goodwill arising on acquisitions after 1st January, 2001 is capitalised and amortised on a straight-line basis over its useful economic life. Goodwill arising on the acquisition of subsidiaries is presented separately in the balance sheet as asset.

Investments in subsidiaries

Investments in subsidiaries are included in the Company's balance sheet at cost less any identified impairment loss.

Revenue recognition

Sales of goods are recognised when goods are delivered and title has passed.

Interest income is accrued on a time basis so as to reflect the effective yield on the underlying asset.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

3. 主要會計政策 (續)

商譽

綜合賬目產生的商譽指收購成本超逾本集團於收購日期在附屬公司可資確認資產與負債公平價值的權益的數額。

於二零零一年一月一日前進行之收購產生的商譽一直於儲備列賬，直至出售有關附屬公司或評定商譽出現減值時方在收益表中扣除。

於二零零一年一月一日後進行之收購產生的商譽將撥充資本，並於估計可用經濟年期，按直線法攤銷。收購附屬公司產生的商譽在資產負債表中獨立呈列為資產。

於附屬公司之投資

在附屬公司的投資計入本公司的資產負債表，按成本減任何已確定減損入賬。

收益確認

貨品銷售額於貨品送呈及擁有權轉移時確認。

利息收入乃以時間基準累計，以反映有關資產的實際收益率。

投資所得股息收入於股東收取款項的權利獲確立時確認。

財務報表附註

For the year ended 31st December, 2002
截至二零零二年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Lease

Leases where substantially all the risks and rewards of ownership remain with the leasing companies are accounted for as operating leases.

Rentals payable under operating leases are charged to the income statement on a straight-line basis over the terms of the relevant lease.

Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally generated intangible asset arising from development is recognised only if all of the following conditions are met:

- an asset is created that can be identified;
- it is probable that the asset created will generate future economic benefits; and
- the development cost of the asset can be measured reliably.

Where no internally generated intangible asset can be recognised, development expenditure is recognised as an expense in the period in which it is incurred. Internally generated intangible assets are amortised on a straight-line basis over their useful lives, which is usually not more than 10 years.

3. 主要會計政策 (續)

租約

凡擁有權之風險及回報基本上全部仍屬出租公司之租約均列為經營租約。

該等經營租約之應付租金按有關租期以直線法在收益表支銷。

研發支出

研究活動支出於其產生期間確認為開支。

從開發產生的內部所得無形資產僅於符合以下所有情況下予確認：

- 所創造資產可予辨識；
- 所創造資產將可能帶來未來經濟收益；及
- 資產的開發成本能可靠計算。

當無內部所得無形資產可予確認時，開發支出於其產生期間確認為開支。內部所得無形資產於其可使用年期內（一般不超過10年），以直線法攤銷。

財務報表附註

For the year ended 31st December, 2002
截至二零零二年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

Property, plant and equipment in the course of construction for production, rental or administrative purpose, or for purposes not yet determined, are classified as construction in progress and carried at cost, less any identified impairment loss. Cost includes all construction expenditure, professional fees and, for qualified assets, borrowing costs capitalised and other relevant expenses directly attributable to such projects.

No provision for depreciation is made on construction in progress until such time when construction work is complete and costs of construction are transferred to the appropriate category of property, plant and equipment.

Depreciation is provided to write off the cost of items of property, plant and equipment over their estimated useful lives, using the straight-line method, on the following basis:

Land use rights	over the unexpired term of the lease
Buildings	20 years or the lease term, if shorter
Leasehold improvement	5 years
Plant and equipment	10 years
Furniture and fixture	5 years
Office equipment	5 years
Motor vehicles	10 years

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the income statement.

Licence

The initial cost of acquiring a licence for manufacture of a particular product is capitalised and amortised on a straight-line basis over its estimated useful life, which is on average 10 years. The cost of renewing licence is charged to the income statement.

3. 主要會計政策 (續)

物業、廠房及設備

物業、廠房及設備乃按成本減累計折舊及減損列賬。

有關生產、租賃或行政目的或未擬定用途的在建物業、廠房及設備，均列為在建工程，並以成本減任何可資確認的減損入賬。成本包括所有建設支出、專業費用及合資格資產撥充資本的借貸成本，以及該等項目直接應佔之其他有關開支。

在建工程於完工而建設成本轉撥至有關物業、廠房及設備類別時，方作出折舊撥備。

折舊乃按物業、廠房及設備之估計可用年期以直線法撇銷其成本，所用之基準如下：

土地使用權	按尚餘租賃年期
樓宇	20年或租賃期 (倘屬較短期間)
租賃樓宇裝修	5年
廠房及設備	10年
傢俬及固定裝置	5年
辦公室設備	5年
汽車	10年

出售或報廢物業、廠房及設備所得的利益或虧損為資產的銷售所得款項與賬面值的差額，並於收益表內確認。

特許權

收購製造特定產品之特許權之創辦成本會撥充資本，按其估計可用年期（平均為10年），以直線法攤銷。續領特許權之成本從收益表中扣除。

財務報表附註

For the year ended 31st December, 2002
截至二零零二年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Knowhow

The initial costs of acquiring knowhow for manufacture of products are capitalised and amortised on a straight-line basis over its estimated useful life, which is usually not more than 10 years.

Impairment

At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. Impairment losses are recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method.

3. 主要會計政策 (續)

技術

收購製造特定產品之技術之創辦成本撥充資本，於其估計可用年期一般不超過10年，以直線法攤銷。

減值

於各結算日，本集團審閱其有形及無形資產的賬面值，以釐定該等資產有否減損跡像。倘資產的可收回金額估計少於其賬面值，則資產的賬面值須減至其可收回金額。減損即時確認為開支。

倘減損其後獲撥回，資產的賬面值增至其經修訂估計可收回金額，惟已增加的賬面值不會超逾倘並無於過往年度確認減損而釐定的賬面值。減損撥回即時確認為收入。

存貨

存貨按成本或可變現淨值的較低者入賬。成本以加權平均法計算。

財務報表附註

For the year ended 31st December, 2002
截至二零零二年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies

Transactions in currencies other than Hong Kong Dollars are translated at the rates ruling on the dates of the transactions. Monetary assets and liabilities denominated in such currencies are retranslated at the rates ruling on the balance sheet date. Gains and losses arising on exchange are dealt with in the income statement.

On consolidation, the assets and liabilities of the Group's overseas operations are translated at exchange rates ruling on the balance sheet date. Income and expense items are translated at the average exchange rates for the year. Exchange differences arising, if any, are classified as equity and are recognised as income or as expense in the year in which the operation is disposed of.

Retirement benefit schemes

The retirement benefit costs charged in the income statement represent the contributions payable in respect of the current year to the Group's Mandatory Provident Fund Scheme and state – sponsored retirement plan for its employees in the PRC.

Taxation

The charge for taxation is based on the results for the year as adjusted for items which are non-assessable or disallowed. Timing differences arise from the recognition for tax purposes of certain items of income and expense in a different accounting period from that in which they are recognised in the financial statements. The tax effect of timing differences, computed using the liability method, is recognised as deferred taxation in the financial statements to the extent that it is probable that a liability or an asset will crystallise in the foreseeable future.

3. 主要會計政策 (續)

外幣

以港元以外貨幣進行之交易以交易當日之匯率折算。以該等貨幣結算之貨幣資產及負債以結算日之匯率重新換算。匯兌損益均計入收益表內。

在編製綜合賬目時，本集團海外業務之資產及負債乃按結算日之匯率換算。收入與開支項目以年內平均匯率換算。匯兌差額（如有）將歸類為股東權益，並在出售業務之年度確認為收入或支出。

退休福利計劃

退休福利成本在收益表中扣除，該成本乃指於現年度向本集團的強制性公積金計劃及就中國僱員而設的國家資助退休計劃支付的供款。

稅項

稅項乃按年內之業績並就毋須課稅或不獲寬減之項目作出調整後計算。因部分收入及支出項目的稅務年度與財務報表內採用的會計期間有別而引致時間差距，倘時間差距的稅務影響有可能在可見將來確定為稅項負債或資產，則在財務報表中以負債法計算為遞延稅項。

財務報表附註

For the year ended 31st December, 2002
截至二零零二年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised as an expense in the period in which they are incurred.

4. TURNOVER

Turnover represents the amounts received and receivable for goods sold to outside customers, less returns, allowances and sales tax during the year, and is analysed as follows:

Sales of goods	貨品銷售
Less: sales tax	減：銷售稅

Note: Sales tax represents various local taxes levied at different rates based on the respective categories of the invoiced value of goods sold.

5. BUSINESS AND GEOGRAPHICAL SEGMENTS

As the Group is engaged only in the manufacture and sales of insecticides during the year and over 90% of the consolidated turnover and trading results of the Group for the year is derived in the PRC, an analysis of the consolidated turnover and trading results of the Group by business and geographical location is not presented.

3. 主要會計政策 (續)

借貸成本

購置、建設或生產合資格資產直接應佔之借貸成本將撥充資本，作為該等資產成本一部分。倘資產已大致備妥作擬定用途或出售，該等借貸成本將不予撥充資本。

所有其他借貸成本於產生期間確認為開支。

4. 營業額

營業額即於年內就售予外界顧客貨品之已收及應收賬款，扣除退貨、折扣及銷售稅，分析如下：

	2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
	88,168	111,159
	(2,260)	(136)
	<u>85,908</u>	<u>111,023</u>

附註：銷售稅包括各種地方稅項，按售出貨品種類適用的不同稅率根據發票價徵稅。

5. 業務及地域分類

由於本集團於年內僅從事殺蟲劑製造及銷售業務，且本集團年內超過90%綜合營業額及營業業績源自中國，故並無按業務及地域呈列本集團綜合營業額及營業業績之分析。

Notes to the Financial Statements

財務報表附註

For the year ended 31st December, 2002
截至二零零二年十二月三十一日止年度

6. OTHER OPERATING INCOME

Interest on bank deposits 銀行存款利息
Sundry income 雜項收入

6. 其他經營收入

2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
----------------------------------	----------------------------------

2,490	2,369
3	50
2,493	2,419

7. PROFIT BEFORE TAXATION

Profit before taxation has been arrived at after charging:

7. 除稅前溢利

除稅前溢利經扣除下列各項：

2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
----------------------------------	----------------------------------

Depreciation of property, plant and equipment 物業、廠房及設備之折舊	472	429
Amortisation of intangible assets 無形資產之攤銷	940	940
Total depreciation and amortisation 總折舊及攤銷	1,412	1,369
Auditors' remuneration 核數師酬金	575	616
Operating lease charges in respect of premises 廠房經營租賃開支	426	360
Staff costs 員工成本		
Directors' remuneration 董事酬金		
– fees 袍金	300	150
– other emoluments 其他酬金	1,278	612
	1,578	762
Staff costs excluding directors' remuneration 員工成本(不包括董事酬金)	2,418	1,597
Retirement benefits scheme contributions, excluding amounts included in directors' remuneration 退休福利計劃供款(不包括列於董事酬金之款額)	110	89
	4,106	2,448

472	429
940	940
1,412	1,369
575	616
426	360
300	150
1,278	612
1,578	762
2,418	1,597
110	89
4,106	2,448

Notes to the Financial Statements

財務報表附註

For the year ended 31st December, 2002
截至二零零二年十二月三十一日止年度

8. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

8. 董事及員工酬金

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Directors' remuneration:	董事酬金：		
Fees:	袍金：		
Executive directors	執行董事	-	-
Independent non-executive directors	獨立非執行董事	300	150
		<u>300</u>	<u>150</u>
Other emoluments (executive directors):	其他酬金(執行董事)：		
Salaries and other benefits	薪金及其他福利	1,252	594
Bonus	花紅	-	-
Retirement benefits scheme contributions	退休福利計劃供款	26	18
		<u>1,278</u>	<u>612</u>
Total emoluments	酬金總額	<u>1,578</u>	<u>762</u>
		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Emoluments of the Directors were as follows:	董事酬金如下：		
Executive	執行董事		
Director A	董事A	429	215
Director B	董事B	418	187
Director C	董事C	420	210
Director D	董事D	11	-
Independent non-executive	獨立非執行董事		
Director E	董事E	100	50
Director F	董事F	100	50
Director G	董事G	100	50

財務報表附註

For the year ended 31st December, 2002
截至二零零二年十二月三十一日止年度

8. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

Employees' Emoluments:

Of the five highest paid individuals three (2001: three) were directors of the Company. The emoluments of the remaining two (2001: two) individuals are as follows:

Salaries and other benefits	薪金及其他福利
Retirement benefits scheme contributions	退休福利計劃供款

9. TAXATION

No provision for Hong Kong Profits Tax has been made as the Group's income neither arises in, nor is derived from, Hong Kong.

No provision for taxation in other jurisdictions were made as the Group's PRC subsidiary, Fujian Goldigit Fine Chemical Industry Co., Ltd. ("Fujian Goldigit") is exempted from PRC income tax commencing in year 2001 for two years and thereafter a 50% exemption for the next three years.

Details of the potential deferred tax credit not provided for in the year are set out in note 18.

8. 董事及員工酬金 (續)

員工酬金：

本集團五名最高薪人士包括本公司三名董事(二零零一年：三名)。其餘兩名(二零零一年：兩名)最高薪人士之酬金如下：

2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
662	300
24	14
686	314

9. 稅項

由於本集團的收益並非在香港產生或獲得，故並無作出香港利得稅撥備。

由於本集團之中國附屬公司福建金澤精細化工有限公司(「福建金澤」)自二零零一年起計兩年內獲豁免中國所得稅及於其後三年獲50%寬減，故並無就其他司法權區稅項作出撥備。

有關本年度未作撥備的潛在遞延稅項撥回詳情載於附註18。

財務報表附註

For the year ended 31st December, 2002
截至二零零二年十二月三十一日止年度

10. DIVIDENDS

No dividend has been paid or declared by the Company during the year other than the final dividend of HK\$20,398,000 at HK1.2 cents per share in respect of the year ended 31st December, 2001. An interim dividend of HK\$10,000,000 was declared in 2001 by a subsidiary, Goldigit Limited before the Group Reorganisation.

The directors do not recommend the payment of a final dividend for the year ended 31st December, 2002 (2001: a final dividend of HK1.2 cents per share was declared and proposed).

11. EARNINGS PER SHARE

The calculation of the basic earnings per share for the year is based on the profit for the year of HK\$37,411,000 (2001: HK\$61,854,000) and on the 1,699,860,000 (2001: weighted average of 1,525,668,219) shares in issue.

No diluted earnings per share has been presented as there were no dilutive potential ordinary shares in issue in either 2002 and 2001.

10. 股息

除截至二零零一年十二月三十一日止年度所派付之末期股息每股1.2港仙，合共20,398,000港元外，本公司於年內並無派付或宣派股息。本集團附屬公司Goldigit Limited於集團重組前宣派二零零一年中期股息10,000,000港元。

董事不建議派付截至二零零二年十二月三十一日止年度之末期股息（二零零一年：宣派及擬派末期股息每股1.2港仙）。

11. 每股盈利

年內每股基本盈利乃根據年內盈利37,411,000港元（二零零一年：61,854,000港元）及年內已發行股份1,699,860,000股（二零零一年：加權平均數1,525,668,219股）計算。

由於二零零二年及二零零一年並無任何已發行潛在攤薄普通股，故並無呈列每股攤薄盈利。

財務報表附註

For the year ended 31st December, 2002
截至二零零二年十二月三十一日止年度

12. PROPERTY, PLANT AND EQUIPMENT

12. 物業、廠房及設備

		Land use rights in the PRC 中國土地 使用權 HK\$'000 千港元	Buildings 樓宇 HK\$'000 千港元	Leasehold improvement 租賃樓宇 裝修 HK\$'000 千港元	Plant and equipment 廠房及 設備 HK\$'000 千港元	Furniture and fixtures 傢俬及 裝置 HK\$'000 千港元	Office equipment 辦公室 設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總計 HK\$'000 千港元
THE GROUP	本集團									
COST	成本									
At 1st January, 2002	於二零零二年 一月一日	-	-	74	3,619	179	93	371	5,352	9,688
Additions	添置	-	-	-	-	50	-	-	32,000	32,050
Reclassifications	重列	10,393	15,027	-	-	-	-	-	(25,420)	-
		<u>10,393</u>	<u>15,027</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(25,420)</u>	<u>-</u>
At 31st December, 2002	於二零零二年 十二月三十一日	<u>10,393</u>	<u>15,027</u>	<u>74</u>	<u>3,619</u>	<u>229</u>	<u>93</u>	<u>371</u>	<u>11,932</u>	<u>41,738</u>
DEPRECIATION	折舊									
At 1st January, 2002	於二零零二年 一月一日	-	-	15	453	26	11	15	-	520
Provided for the year	年內撥備	-	-	15	362	39	19	37	-	472
		<u>-</u>	<u>-</u>	<u>15</u>	<u>362</u>	<u>39</u>	<u>19</u>	<u>37</u>	<u>-</u>	<u>472</u>
At 31st December, 2002	於二零零二年 十二月三十一日	<u>-</u>	<u>-</u>	<u>30</u>	<u>815</u>	<u>65</u>	<u>30</u>	<u>52</u>	<u>-</u>	<u>992</u>
NET BOOK VALUES	賬面淨值									
At 31st December, 2002	於二零零二年 十二月三十一日	<u>10,393</u>	<u>15,027</u>	<u>44</u>	<u>2,804</u>	<u>164</u>	<u>63</u>	<u>319</u>	<u>11,932</u>	<u>40,746</u>
At 31st December, 2001	於二零零一年 十二月三十一日	<u>-</u>	<u>-</u>	<u>59</u>	<u>3,166</u>	<u>153</u>	<u>82</u>	<u>356</u>	<u>5,352</u>	<u>9,168</u>

The land use rights in the PRC has a term of 19 years commencing in 2002.

中國之土地使用權由二零零二年起計，為期十九年。

Included in construction in progress is land use rights in the PRC of HK\$5,352,000 (2001: HK\$5,352,000) with a medium term lease. The Group is now in the process of obtaining the land use right certificate.

在建工程包括在中國所持中期租賃之土地使用權5,352,000港元(二零零一年: 5,352,000港元)。本集團現正辦理申請土地使用權證之手續。

財務報表附註

For the year ended 31st December, 2002
截至二零零二年十二月三十一日止年度

12. PROPERTY, PLANT AND EQUIPMENT (Continued)

No depreciation or amortization has been provided in respect of the land use rights and buildings reclassified from construction in progress as the properties were completed in late December 2002.

12. 物業、廠房及設備 (續)

由於物業於二零零二年十二月底始落成，故毋須就土地使用權及從在建工程重列之樓宇作出任何折舊或攤銷撥備。

		Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
THE COMPANY	本公司			
COST	成本			
At 1st January, 2002 and at 31st December, 2002	於二零零二年一月一日 及二零零二年 十二月三十一日	6	23	29
DEPRECIATION	折舊			
At 1st January, 2002	於二零零二年一月一日	-	2	2
Provided for the year	年內撥備	2	4	6
At 31st December, 2002	於二零零二年 十二月三十一日	2	6	8
NET BOOK VALUES	賬面淨值			
At 31st December, 2002	於二零零二年 十二月三十一日	4	17	21
At 31st December, 2001	於二零零一年 十二月三十一日	6	21	27

財務報表附註

For the year ended 31st December, 2002
截至二零零二年十二月三十一日止年度

13. INTANGIBLE ASSETS

13. 無形資產

		Licence 特許權 HK\$'000 千港元	Knowhow 技術 HK\$'000 千港元	Total 總計 HK\$'000 千港元
THE GROUP	本集團			
COST	成本			
At 1st January, 2002	於二零零二年一月一日	1,880	8,930	10,810
Amount written off	攤銷款額	-	(1,410)	(1,410)
At 31st December, 2002	於二零零二年 十二月三十一日	1,880	7,520	9,400
AMORTISATION	攤銷			
At 1st January, 2002	於二零零二年一月一日	752	1,128	1,880
Provided for the year	年內撥備	188	752	940
At 31st December, 2002	於二零零二年 十二月三十一日	940	1,880	2,820
NET BOOK VALUES	賬面淨值			
At 31st December, 2002	於二零零二年 十二月三十一日	940	5,640	6,580
At 31st December, 2001	於二零零一年 十二月三十一日	1,128	7,802	8,930

The costs of licence and knowhow are amortised on a straight-line basis over 10 years.

特許權及技術成本乃按直線法於十年攤銷。

財務報表附註

For the year ended 31st December, 2002
截至二零零二年十二月三十一日止年度

14. INVESTMENTS IN SUBSIDIARIES

Unlisted shares 非上市股份

The carrying value of the unlisted shares is based on the fair values of the underlying net assets of the subsidiaries at the time they became members of the Group under the Group Reorganisation.

Details of the Company's subsidiaries at 31st December, 2002 are set out in note 26.

15. INVENTORIES

Raw materials and consumables 原料及消耗品
Work in progress 在製品
Finished goods 製成品

The above inventories are carried at cost.

14. 於附屬公司之投資

THE COMPANY
本公司
2002 & 2001
二零零二年及
二零零一年
HK\$'000
千港元

28,475

非上市股份之賬面價值乃按附屬公司根據集團重組成為本集團成員公司時之有關資產淨值公平值計算。

本公司附屬公司於二零零二年十二月三十一日之詳情載於附註26。

15. 存貨

THE GROUP
本集團

2002 2001
二零零二年 二零零一年
HK\$'000 HK\$'000
千港元 千港元

19	18
122	103
260	402
401	523

上述存貨乃按成本值列值。

財務報表附註

For the year ended 31st December, 2002
截至二零零二年十二月三十一日止年度

16. TRADE AND OTHER PAYABLES

The following is an aged analysis of trade and other payables at the reporting date:

0 to 180 days	0至180日
181 to 365 days	181至365日
Over 365 days	365日以上

17. AMOUNTS DUE TO DIRECTORS

The amounts due to directors, which were unsecured, interest free and repayable on demand, were repaid during the year.

16. 應付賬款及其他應付款項

應付賬款及其他應付款項於報告日之賬齡分析如下：

THE GROUP	
本集團	
2002	2001
二零零二年	二零零一年
HK\$'000	HK\$'000
千港元	千港元
3,483	5
-	-
-	752
<u>3,483</u>	<u>757</u>

17. 應付董事款項

應付董事款項乃無抵押、免息及按要求償還，而有關款項已於年內償還。

財務報表附註

For the year ended 31st December, 2002
截至二零零二年十二月三十一日止年度

18. UNRECOGNISED DEFERRED TAXATION

At the balance sheet date, the Group had unrecognised deferred tax assets (liabilities) as follows:

Tax effect of timing differences arising as a result of:	時差產生之稅務影響乃因：
Excess of tax allowances over depreciation charges	免稅額超出折舊開支之差額
Expenditure incurred and written off but not allowed for tax purpose	已產生及撇銷之開支，惟不得用作扣稅用途
Net deferred tax assets	遞延稅項資產淨值

The amount of unrecognised deferred tax credit (charge) for the year is as follows:

Tax effect of timing differences arising as a result of:	時差產生之稅務影響乃因：
Excess of tax allowances over depreciation charges	免稅額超出折舊開支之差額
Expenditure incurred and written off but not allowed for tax purpose	已產生及撇銷之開支，惟不得用作扣稅用途

18. 未確認遞延稅項

於結算日，本集團之未確認遞延稅項資產（負債）如下：

THE GROUP		2002	2001
本集團		二零零二年	二零零一年
		HK\$'000	HK\$'000
		千港元	千港元
		(56)	-
		3,134	869
		<u>3,078</u>	<u>869</u>

年內計入（扣除）之未確認遞延稅項如下：

THE GROUP		2002	2001
本集團		二零零二年	二零零一年
		HK\$'000	HK\$'000
		千港元	千港元
		(56)	-
		2,265	1,150
		<u>2,209</u>	<u>1,150</u>

財務報表附註

For the year ended 31st December, 2002
截至二零零二年十二月三十一日止年度

18. UNRECOGNISED DEFERRED TAXATION (Continued)

The deferred tax asset has not been recognised in the financial statements as it is not certain that the benefit will be crystallised in the foreseeable future.

The Company had no significant unrecognised deferred tax for the year or at the balance sheet date.

18. 未確認遞延稅項 (續)

遞延稅項資產並無於財務報表確認，乃由於不能確定利益可於可見將來實現。

本公司於年內或結算日並無重大未確認遞延稅項。

19. SHARE CAPITAL

Authorised:

Shares of HK\$0.10 each
on incorporation

Subdivision (note a below)
Increase of share capital
(note b below)

Balance as at 31st December, 2001
and 31st December, 2002

Notes:

Pursuant to the sole shareholder's resolutions of the Company, the Company's share capital were changed as follows:

- (a) Pursuant to the resolution passed on 21st June, 2001, each of the authorised, existing issued and unissued shares of HK\$0.10 of the Company was sub-divided into 2 shares of HK\$0.05 each.
- (b) Pursuant to the resolution passed on 22nd June, 2001, the authorised share capital of the Company was then increased from HK\$380,000 to HK\$500,000,000 by the creation of 9,992,400,000 additional shares of HK\$0.05 each.

法定：

於註冊成立時
每股0.10港元之股份

拆細 (見下文附註a)
法定股本增加
(見下文附註b)

於二零零一年十二月
三十一日及二零零二年
十二月三十一日之結餘

	No. of shares 股份數目	HK\$'000 千港元
	3,800,000	380
	7,600,000	380
	9,992,400,000	499,620
	10,000,000,000	500,000

附註：

根據本公司唯一股東之決議案，本公司股本變動如下：

- (a) 根據二零零一年六月二十一日通過之決議案，本公司每股0.10港元之法定、現有已發行及未發行股份已拆細為2股每股0.05港元之股份。
- (b) 根據二零零一年六月二十二日通過之決議案，本公司藉增設9,992,400,000股每股0.05港元之股份把法定股本由380,000港元增加至500,000,000港元。

財務報表附註

For the year ended 31st December, 2002
截至二零零二年十二月三十一日止年度

19. SHARE CAPITAL (Continued)

19. 股本 (續)

		No. of shares 股份數目	HK\$'000 千港元
<i>Issued and fully paid:</i>	已發行及繳足:		
Shares of HK\$0.10 each on incorporation	於註冊成立時 每股0.10港元之股份	1	-
Subdivision (Note a under authorized capital above)	拆細 (見上文法定 股本附註a)	2	-
Issue of shares in accordance with the Group Reorganisation on 22nd June, 2001 (Note b)	根據集團重組於 二零零一年六月二十二日 發行股份 (附註b)	99,998	5
Placing of new shares on 6th July, 2001 (Note c)	於二零零一年七月六日 配售新股份 (附註c)	340,000,000	17,000
Capitalisation issue of shares	股份資本化發行	1,359,760,000	67,988
Balance as at 31st December, 2001 and 31st December, 2002	於二零零一年十二月 三十一日及二零零二年 十二月三十一日之結餘	1,699,860,000	84,993

Notes:

- (a) The Company was incorporated on 9th February, 2001 with an authorised share capital of HK\$380,000 divided into 3,800,000 shares of HK\$0.10 each, one of which was allotted and issued Nil paid to the subscriber of the Company on the same date.
- (b) On 22nd June, 2001, the Company issued a total number of 99,998 new shares of HK\$0.05 each for shares in a subsidiary Goldigit Limited, pursuant to the Group Reorganisation, details of which were set out in the paragraph headed "Corporate Reorganisation" in Appendix V of the prospectus of the Company dated 29th June, 2001.
- (c) On 6th July, 2001, the Company issued a total of 340,000,000 new shares of HK\$0.05 each at a price of HK\$0.50 per share by means of placing.

附註:

- (a) 本公司於二零零一年二月九日註冊成立，法定股本為380,000港元，分為3,800,000股每股0.10港元之股份，其中一股於同日以未繳股款之方式配發及發行予本公司之認購人。
- (b) 於二零零一年六月二十二日，本公司根據集團重組發行合共99,998股每股0.05港元之新股份，以換取附屬公司Goldigit Limited之股份，有關詳情載於本公司日期為二零零一年六月二十九日之招股章程內附錄五「公司重組」一段。
- (c) 於二零零一年七月六日，本公司以配售方式，按每股0.50港元之價格發行合共340,000,000股每股0.05港元之新股份。

財務報表附註

For the year ended 31st December, 2002
截至二零零二年十二月三十一日止年度

20. SHARE OPTION SCHEME

The Company's share option scheme (the "Scheme"), was adopted pursuant to a resolution passed on 22nd June, 2001 for the primary purpose of providing incentives to directors and eligible employees, and will expire in 2010. Under the Scheme, the Board of Directors of the Company may grant options to eligible employees, including directors of the Company and its subsidiaries, to subscribe for shares in the Company.

The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. The number of shares in respect of which options may be granted to any individual in aggregate is not permitted to exceed 25% of the share options of the Company in issue and issuable.

Options granted must be taken up within 21 days of the date of grant, upon payment of HK\$1 per option. Options may be exercised at any time from three years from the date of grant of the share option to such date as determined by the board of directors but in any event not exceeding 10 years. The exercise price is determined by the directors of the Company, and will not be less than the higher of the closing price of the Company's shares on the date of grant, the average closing price of the shares for the five business days immediately preceding the date of grant and the nominal value of the Company's shares.

No option has been granted by the Company.

20. 購股權計劃

本公司之購股權計劃（「計劃」）乃根據二零零一年六月二十二日通過之決議案所採納，目的旨在獎勵董事及合資格僱員，而計劃將於二零一零年到期。根據計劃，本公司董事會可向合資格僱員（包括本公司及其附屬公司之董事）授予可認購本公司股份之購股權。

未獲本公司股東事先批准前，根據計劃可予授出之購股權而發行之股份總數不得超過本公司不時已發行之股份10%。向個別人士授出之購股權而發行之股份總數不得超過本公司已發行及可予發行購股權之25%。

授出之購股權須於授出日期起計二十一日內接納，於接納時須支付每份購股權1港元。購股權可由授出日期起計三年內至董事會所釐定之日期止期間行使，惟行使期不得超過十年。行使價由本公司董事釐定，但不得少於下列三者最高者：本公司股份於授出日期之收市價；緊接授出日期前五個營業日之股份平均收市價及本公司之股份面值。

本公司並無授出任何購股權。

財務報表附註

For the year ended 31st December, 2002
截至二零零二年十二月三十一日止年度

21. RESERVES

21. 儲備

		Share premium 股份溢價 HK\$'000 千港元	Special reserve 特別儲備 HK\$'000 千港元	Accumulated profits 累計盈利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
THE COMPANY	本公司				
At 9th February, 2001	於二零零一年 二月九日	-	-	-	-
Pursuant to Group Reorganisation	根據集團重組	-	28,470	-	28,470
Premium arising on issue of shares by means of placing	配售股份產生 之溢價	153,000	-	-	153,000
Capitalisation issue of shares	股份資本化 發行	(67,988)	-	-	(67,988)
Expenses incurred in connection with the issue of shares	股份發行開支	(12,355)	-	-	(12,355)
Net profit for the period	期內盈利淨額	-	-	27,858	27,858
At 31st December, 2001 and 1st January, 2002	於二零零一年 十二月三十一日 及二零零二年 一月一日	72,657	28,470	27,858	128,985
Net loss for the year	年內虧損淨額	-	-	(6,347)	(6,347)
2001 final dividend paid	已派二零零一年 末期股息	-	-	(20,398)	(20,398)
At 31st December, 2002	於二零零二年 十二月三十一日	72,657	28,470	1,113	102,240

The special reserve of the Company represents the difference between the fair values of the underlying net assets of the subsidiaries at the date on which they were acquired by the Company and the nominal amount of the Company's shares issued under the Group Reorganisation.

本公司之特別儲備指本公司收購附屬公司當日有關資產淨值公平值與本公司根據集團重組而發行股份的面值之差額。

The Company's reserves available for distribution to shareholders as at 31st December, 2002 represents the aggregate of share premium, special reserve and accumulated profits of HK\$102,240,000 (2001: HK\$128,985,000).

於二零零二年十二月三十一日，本公司可分派予股東之儲備指股份溢價、特別儲備及累計盈利合共102,240,000港元（二零零一年：128,985,000港元）。

財務報表附註

For the year ended 31st December, 2002
截至二零零二年十二月三十一日止年度

22. CONTINGENT LIABILITIES

The Group and the Company had no contingent liabilities as at both 31st December, 2002 and 2001.

23. OPERATING LEASE COMMITMENTS

At the balance sheet date, the Group had commitments for future minimum lease payments in respect of land and buildings under non-cancellable operating leases which fall due as follows:

Within one year	一年內
In the second to fifth years inclusive	第二至第五年， 包括首尾兩年
Over five years	五年以上

The Company had no operating lease commitments at the balance sheet date.

22. 或然負債

本集團及本公司於二零零二年及二零零一年十二月三十一日並無任何或然負債。

23. 經營租賃承擔

於結算日，本集團就有關土地及樓宇之不可撤銷經營租約承擔之日後最低租賃款項於下列年期到期：

THE GROUP	
本集團	
2002	2001
二零零二年	二零零一年
HK\$'000	HK\$'000
千港元	千港元
79	416
-	492
-	430
79	1,338

本公司於結算日並無經營租賃承擔。

財務報表附註

For the year ended 31st December, 2002
截至二零零二年十二月三十一日止年度

24. COMMITMENTS

Contracted for but not provided
in the financial statements

- Acquisition of property,
plant and equipment
- Research and development
projects

已訂約但未於財務
報表撥備

- 收購物業、廠房
及設備
- 研發計劃

The Company had no commitments at the balance sheet date.

25. RETIREMENT BENEFITS SCHEME

The group companies operating in the PRC participate in defined contribution retirement schemes organized by the relevant local government authorities in the PRC. All PRC employees are entitled to an annual pension equal to a fixed portion of their ending basic salaries at their retirement dates. The Group is required to make specific contributions to the retirement schemes at a rate of 18% (2001: 21%) of basic salary of its PRC employees and have no further obligation for post-retirement benefits beyond the annual contributions made. Pursuant to these arrangements, the retirement plan contributions paid for the year ended 31st December, 2002 amounted to approximately HK\$57,000 (2001: HK\$57,000).

24. 承擔

THE GROUP

本集團

2002	2001
二零零二年	二零零一年
HK\$'000	HK\$'000
千港元	千港元

8,009	2,121
-	6,721
8,009	8,842

本公司於結算日並無承擔。

25. 退休福利計劃

本集團旗下公司於中國經營，並參與由中國政府有關地方機關設立的定額供款退休計劃。所有中國僱員均可根據彼等之退休日期最後底薪享有按固定比例計算的年度退休金。本集團須就退休計劃按其中國僱員底薪之18%（二零零一年：21%）作出特定供款，除年度供款外，本集團對退休後之福利並無進一步責任。根據該等安排，截至二零零二年十二月三十一日止年度之退休計劃供款約57,000港元（二零零一年：57,000港元）。

財務報表附註

For the year ended 31st December, 2002
截至二零零二年十二月三十一日止年度

25. RETIREMENT BENEFITS SCHEME (Continued)

The Group has a Mandatory Provident Fund scheme ("MPF Scheme") for all its non-PRC employees. The MPF Scheme is registered with the Mandatory Provident Fund Scheme Authority under the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rules of the MPF Scheme, the employer and its employees are each required to make contributions to the MPF Scheme at rates specified in the rules. The only obligation of the Group with respect of the MPF Scheme is to make the required contributions under the MPF Scheme.

The retirement benefits scheme contributions arising from the MPF Scheme charged to the income statement represent contributions payable to the funds by the Group at rates specified in the rules of the MPF Scheme. During the year, the Group made MPF Scheme contributions amounting to HK\$79,000 (2001: HK\$50,000).

25. 退休福利計劃 (續)

本集團就所有非中國僱員加入強制性公積金計劃(「強積金計劃」)。強積金計劃已根據強制性公積金計劃條例向強制性公積金管理局註冊。強積金計劃之資產與本集團資產分開處理，並由獨立信託人管理。根據強積金計劃規則，僱主及其僱員各自均須按規則所規定之比率向強積金計劃作出供款。本集團在強積金計劃下之唯一責任為支付強積金計劃規定之供款。

強積金計劃產生之退休福利計劃供款於收益表內扣除，乃指由本集團按強積金計劃所規定之特定比率向該基金支付的供款。年內，本集團已作出之強積金計劃供款為79,000港元(二零零一年：50,000港元)。

財務報表附註

For the year ended 31st December, 2002
截至二零零二年十二月三十一日止年度

26. PARTICULARS OF SUBSIDIARIES

Particulars of the Company's subsidiaries, all of which are wholly-owned at 31st December, 2002 are as follows:

Name of subsidiary/ kind of legal entity 附屬公司名稱/法人實體類別	Place/ Country of incorporation/ registration 註冊成立/ 成立地點/國家	Issued and fully paid ordinary share capital 已發行及 繳足普通股本	Proportion of nominal value of issued capital held by the Company 本公司持有已發行 股本面值之比例		Principal activities 主要業務
			Directly 直接 %	Indirectly 間接 %	
Goldigit Limited/limited liability company/ 有限責任公司	British Virgin Islands 英屬處女群島	US\$10,000 10,000美元	100	-	Investment holding 投資控股
Master Tailor Investments Limited/limited liability company/有限責任公司	British Virgin Islands 英屬處女群島	US\$1 1美元	-	100	Inactive 暫無營業
Spring New Developments Limited/limited liability company/有限責任公司	British Virgin Islands 英屬處女群島	US\$1 1美元	-	100	Investment holding 投資控股
Fujian Goldigit/ wholly foreign-owned enterprise 福建金澤/全外資企業	PRC 中國	HK\$3,000,000 3,000,000港元	-	100	Manufacturing and sales of solvent insecticides 製造及銷售農藥溶劑
Quanzhou Quangang Fine Chemical Company Limited/ foreign investment enterprise 泉州泉港金澤精細化工 有限公司/外資企業	PRC 中國	US\$1,000,000 1,000,000美元	-	100	Property holding 持有物業

All the subsidiaries incorporated in the British Virgin Islands operate in Hong Kong and all the PRC subsidiaries operate in the PRC.

None of the subsidiaries had any debt securities outstanding at the end of the year or at any time during the year.

26. 附屬公司之詳情

本公司全資附屬公司於二零零二年十二月三十一日之詳情如下：

所有於英屬處女群島註冊成立之附屬公司於香港經營，而所有中國附屬公司均於中國經營。

於年結日或年內任何時間，並無任何附屬公司有任何已發行債務證券。

財務報表附註

For the year ended 31st December, 2002
截至二零零二年十二月三十一日止年度

27. ULTIMATE HOLDING COMPANY

The Company's ultimate holding company is Best Today Investments Limited, a limited company incorporated in the British Virgin Islands.

28. APPROVAL OF FINANCIAL STATEMENTS

The financial statements set out on pages 36 to 67 were approved and authorised for issue by the Board of Directors on 21st March, 2003.

27. 最終控股公司

本公司之最終控股公司為於英屬處女群島註冊成立之有限公司 Best Today Investments Limited。

28. 財務報表之批准

載於第36至第67頁之財務報表已獲董事會於二零零三年三月二十一日批准及授權刊發。