

# 董事會報告

董事會謹此提呈彼等之報告及截至二零零零年十二月三十一日止年度之經審核賬目。

## 主要業務

本公司及其附屬公司之主要業務為持有香港之上市及非上市證券。

## 營業額及經營業績

本集團於年內之營業額及對經營虧損之貢獻包括投資項目之股息收入、存款利息及債務證券之收入。

## 業績及分配

本集團截至二零零零年十二月三十一日止年度之業績載於賬目第21至23頁之綜合損益賬。

董事會已宣派中期股息每股普通股港幣2仙，合共33,823,440港元，該中期股息已於二零零零年九月二十九日派發。

董事會建議派發截至二零零零年十二月三十一日止年度之末期股息每股普通股港幣2仙，合共33,823,440港元。

## 儲備

有關本集團及本公司之儲備於本年度之變動情況載於賬目附註二十。

## 股本

有關本公司股本之變動情況載於賬目附註十九。

# REPORT OF THE DIRECTORS

The directors submit their report together with the audited accounts for the year ended 31st December, 2000.

## PRINCIPAL ACTIVITY

The principal activity of the Company and its subsidiaries is the holding of listed and unlisted securities in Hong Kong.

## TURNOVER AND OPERATING RESULT

The Group's turnover and contribution to operating loss for the year comprises dividend income from investments, interest earned on deposits and income from debt securities.

## RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31st December, 2000 are set out in the consolidated profit and loss account on pages 21 to 23 of the accounts.

The directors have declared an interim dividend of HK2 cents per ordinary share, totalling HK\$33,823,440 which was paid on 29th September, 2000.

The directors recommend the payment of a final dividend of HK2 cents per ordinary share in respect of the year ended 31st December, 2000, totalling HK\$33,823,440.

## RESERVES

Movements in the reserves of the Group and the Company during the year are set out in note 20 to the accounts.

## SHARE CAPITAL

Details of the movements in share capital of the Company are shown in note 19 to the accounts.

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## 五年財政概要

有關本集團過去五個財政年度之業績及資產與負債概要載於第72頁。

## 固定資產

有關本集團之固定資產之變動情況載於賬目附註九。

## 董事

年內及截至本報告日期之董事如下：

馮永祥

馮耀輝

Philippe Dhamelincourt

謝大同

蘇樹輝

李成輝

周宇俊

李業華

Fabrice Jacob

*(Philippe Dhamelincourt之替任董事)*

何振林

*(蘇樹輝之替任董事)*

李世亮 (於二零零零年三月二十八日委任)

賀平 (於二零零零年三月二十八日辭任)

姬軍 (於二零零零年三月二十八日終止為替任董事)

*(賀平之替任董事)*

謝大同、李世亮、李成輝及李業華諸位先生均遵照本公司之公司組織章程細則第92條及第101條規定退任，惟願膺選連任。

# REPORT OF THE DIRECTORS

## FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 72.

## FIXED ASSETS

Details of the movements in fixed assets of the Group are set out in note 9 to the accounts.

## DIRECTORS

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

Fung Wing Cheung, Tony

Fung Yiu Fai, Peter

Philippe Dhamelincourt

Xie Da Tong

So Shu Fai, Ambrose

Lee Seng Hui

Chow Yu Chun, Alexander

Lee Yip Wah, Peter

Fabrice Jacob

*(alternate director to Philippe Dhamelincourt)*

Albert Ho

*(alternate director to So Shu Fai, Ambrose)*

Li Shi Liang *(appointed on 28th March, 2000)*

He Ping *(resigned on 28th March, 2000)*

Ji Jun *(ceased to act as alternate director on 28th March, 2000)*

*(alternate director to He Ping)*

In accordance with Articles 92 and 101 of the Company's Articles of Association, Messrs. Xie Da Tong, Li Shi Liang, Lee Seng Hui and Lee Yip Wah, Peter retire and, being eligible, offer themselves for re-election.

# 董事會報告

# REPORT OF THE DIRECTORS

## 董事服務合約

有意於應屆股東週年大會上連任之董事均無與本公司訂有本公司不可於一年內免付補償(法例賠償除外)而終止之服務合約。

## 董事個人簡歷

各董事之簡歷載列如下：

### 執行董事

**馮永祥**，49歲，自一九九〇年本集團成立時加入，為本公司之主席。馮先生亦為禹銘投資管理有限公司(「禹銘投資管理」)之主席兼股東。彼於證券業務、物業發展及中國投資方面具備超過二十六年之經驗，並於國際性金融、商品、直接投資及基金管理方面具有豐富專業知識。馮先生亦為香港總商會之常務委員。

**馮耀輝**，54歲，自一九九〇年本集團成立時加入，為本公司之董事總經理。馮先生亦為禹銘投資管理之董事總經理兼股東。彼於投資銀行業務具備超過二十四年之經驗，並於香港及東南亞之策略性投資具備豐富專業知識。馮先生於一九六九年獲McGill University頒發理學士學位，並分別於一九七一年及一九七三年獲Northwestern University頒發理科碩士及工商管理碩士學位。

## DIRECTORS' SERVICE CONTRACTS

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

## BIOGRAPHICAL DETAILS OF DIRECTORS

The biographical details of the directors are set out below:

### Executive Directors

**Fung Wing Cheung, Tony**, aged 49, joined the Group since its inception in 1990 and is chairman of the Company. Mr. Fung is also chairman and shareholder of Yu Ming Investment Management Limited ("YMIM"). He has over 26 years of experience in the securities business, property development and investment in China and has extensive exposure in international finance, commodities, direct investment and fund management. Mr. Fung is a General Committee Member of the Hong Kong General Chamber of Commerce.

**Fung Yiu Fai, Peter**, aged 54, joined the Group since its inception in 1990 and is managing director of the Company. Mr. Fung is also managing director and shareholder of YMIM. He has over 24 years of experience in investment banking and has extensive exposure in strategic investments in Hong Kong and South East Asia. Mr. Fung received a BS degree from McGill University in 1969, and a MS and MBA degree from Northwestern University in 1971 and 1973 respectively.

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## REPORT OF THE DIRECTORS

**Philippe Dhamelincourt**，58歲，於一九九五年加入本集團。Dhamelincourt先生為Matignon Investissement之管理公司Matignon Investissement & Gestion之董事總經理。Matignon Investissement乃一大規模之法國基金，專注於全球之直接投資。彼在投資銀行方面具有三十一年以上之經驗，且在歐洲、非洲、南美洲及遠東區擁有豐富之策略投資經驗。

**謝大同**，58歲，於一九九五年加入本集團。彼為高級經濟師，畢業於中國北京對外貿易學院。彼現為中國保利集團公司之董事兼常務副總經理及新海康航業投資有限公司（「新海康」）與保興投資控股有限公司（「保興投資」）之董事總經理。在加盟保利科技有限公司之前，他曾於中國對外貿易部及中國駐英國、加拿大及荷蘭大使館之商務處工作。

**李世亮**，55歲，於二零零零年加入本集團，現任新海康及保興投資之董事副總經理。李先生為高級經濟師，彼加入新海康前曾於中國銀行工作三十四年，期間任職中國銀行紐約分行經理五年，並自一九九二年開始擔任中國銀行廣東省分行副行長。李先生為新海康之控股股東嶸高貿易有限公司之董事。

**Fabrice Jacob**，36歲，於一九九五年加入本集團，為Philippe Dhamelincourt之替任董事。彼擁有逾十五年在紐約、倫敦、巴黎及香港不同機構之公司財務、資本市場及直接投資經驗，並持有City University of New York之工商管理碩士學位。

**Philippe Dhamelincourt**，aged 58, joined the Group in 1995. He is managing director of Matignon Investissement & Gestion, the management company of Matignon Investissement. Matignon Investissement is a sizeable French fund, specialising in direct investments on a worldwide basis. He has over 31 years of experience in investment banking and has extensive experience in strategic investments in Europe, Africa, South America and the Far East.

**Xie Da Tong**，aged 58, joined the Group in 1995. He is a senior economist. He graduated from the Beijing Foreign Trade Institute in the PRC. He is currently a director and the executive vice president of China Poly Group Corporation and the managing director of Continental Mariner Investment Company Limited ("CMIC") and Poly Investments Holdings Limited ("PIHL"). Prior to joining Poly Technologies Inc., he worked for the Foreign Trade Ministry of China and Business Trade Section of the Embassy of the PRC to the United Kingdom, Canada and the Netherlands.

**Li Shi Liang**，aged 55, joined the Group in 2000 and is a deputy managing director of CMIC and PIHL. He is a senior economist. Immediately prior to joining CMIC, he had worked for Bank of China for 34 years. During that period, Mr. Li was the manager of Bank of China, New York Branch for 5 years and had been the deputy general manager of Bank of China, Guangdong Province Branch since 1992. Mr. Li is a director of Ringo Trading Limited, a controlling shareholder of CMIC.

**Fabrice Jacob**，aged 36, joined the Group in 1995 and is an alternate director to Philippe Dhamelincourt. He has over 15 years experience in corporate finance, capital markets and direct investments with different institutions in New York, London, Paris and Hong Kong. He holds a masters degree in business administration from City University of New York.

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# REPORT OF THE DIRECTORS

## 非執行董事

**蘇樹輝**，49歲，自一九九〇年本集團成立時加入，分別為香港上市公司信德集團有限公司（「信德集團」）之執行董事兼公司秘書及新濠國際發展有限公司之董事，彼為特許秘書及行政人員公會會員，亦為香港大學教育發展研究基金委員會榮譽董事。

**李成輝**，32歲，於一九九六年加入本集團。李先生畢業於悉尼大學法律學院，並持有榮譽學位。彼為聯合集團有限公司之行政總裁。在此之前，彼曾於麥堅時律師行及羅富齊父子（香港）有限公司工作。

**李業華**，59歲，於一九九八年加入本集團。彼為香港執業律師及胡關李羅律師行合夥人，李先生亦為數間上市公司之非執行董事包括深業控股有限公司及依利安達國際集團有限公司。李先生亦為本公司之秘書。

**周宇俊**，54歲，於一九九九年加入本集團。周先生為英國特許公認會計師公會資深會員及香港會計師公會會員，於香港物業發展及投資方面擁有26年以上經驗。

## Non-Executive Directors

**So Shu Fai, Ambrose**, aged 49, joined the Group since its inception in 1990, is an executive director and company secretary of Shun Tak Holdings Limited ("Shun Tak") and a director of Melco International Development Limited, both are listed companies in Hong Kong. He is an associate member of the Institute of Chartered Secretaries and Administrators. Mr. So also serves as honorary director of the University of Hong Kong Foundation for Education Development and Research.

**Lee Seng Hui**, aged 32, joined the Group in 1996. Mr. Lee graduated from the Law School of the University of Sydney with Honours. He is chief executive of Allied Group Limited. Previously he worked with Baker & McKenzie and N.M. Rothschild & Sons (Hong Kong) Limited.

**Lee Yip Wah, Peter**, aged 59, joined the Group in 1998. Mr. Lee is a practising solicitor in Hong Kong and a partner of Woo, Kwan, Lee & Lo. He is also a non-executive director of a number of listed companies including Shum Yip Investment Limited and Elec & Eltek International (Holdings) Limited. He is also the Secretary of the Company.

**Chow Yu Chun, Alexander**, aged 54, joined the Group in 1999. Mr. Chow is a fellow of the Association of Chartered Certified Accountants (UK) and an associate of the Hong Kong Society of Accountants and has over 26 years of experience in property development and investment in Hong Kong.

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何振林，43歲，於一九九九年加入本集團，為蘇樹輝之替任董事，何先生畢業於澳洲悉尼Macquarie University，持有經濟學學士學位，並獲得香港大學工商管理學碩士學位。彼為英國特許公認會計師公會資深會員及香港會計師公會會員。彼亦為信德集團行政經理及澳門賽馬會執行董事。

## 董事之合約權益

禹銘投資管理（馮永祥及馮耀輝均為該公司董事兼股東）就本集團與禹銘投資管理簽訂之管理協議向本集團收取22,183,689港元之管理費。

除上文所披露者外，本年度內或年結時，本公司或其附屬公司概無簽訂任何涉及本集團之業務而本公司董事直接或間接在其中擁有重大權益之重要合約。

## 關連交易

本集團於截至二零零零年十二月三十一日止年度進行之重大有關連人士交易（即據香港聯合交易所有限公司證券上市規則（「上市規則」）而構成關連交易者，乃載於賬目附註二十五。

# REPORT OF THE DIRECTORS

**Albert Ho**, aged 43, joined the Group in 1999 and is an alternate director to So Shu Fai, Ambrose. Mr. Ho graduated from the Macquarie University, Sydney Australia with a Bachelor of Economics and MBA from the University of Hong Kong. He is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Society of Accountants. Mr. Ho is also administrative manager of Shun Tak and an executive director of Macau Jockey Club.

## DIRECTORS' INTEREST IN CONTRACTS

YMIM, of which Fung Wing Cheung, Tony and Fung Yiu Fai, Peter are directors and shareholders, received from the Group management fee of HK\$22,183,689 in connection with a management agreement signed between the Group and YMIM.

Save as disclosed above, no other contracts of significance in relation to the Group's business to which the Company or 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.

## CONNECTED TRANSACTIONS

Significant related party transactions entered by the Group during the year ended 31st December, 2000, which constitutes connected transactions under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules"), is disclosed in note 25 to the accounts.

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# REPORT OF THE DIRECTORS

## 董事於股本證券或債務證券之權益

根據按證券(披露權益)條例第二十九條保存之股東名冊之記錄或就本公司所知，於二零零零年十二月三十一日，各董事及行政總裁於本公司及相聯法團股份及購股權中之實益權益如下：

### 1. 本公司

(a) 每股面值0.10港元之普通股

Name of directors 董事姓名	Personal interests 個人權益	Number of shares 股份數目			Total 總額
		Family interests 家屬權益	Corporate interests 公司權益	Other interests 其他權益	
Fung Wing Cheung, Tony 馮永祥	3,328,000	–	581,525,258 (Note) (附註)	–	584,853,258
Fung Yiu Fai, Peter 馮耀輝	6,500,000	–	–	–	6,500,000
Fabrice Jacob	1,000,000	–	–	–	1,000,000
Lee Yip Wah, Peter 李業華	950,000	–	–	–	950,000
Albert Ho 何振林	100,000	–	–	–	100,000

附註： 此等股份乃透過Megaland Development Limited及Goldfield Venture Limited持有，而該等公司由馮永祥實益擁有。

Note: These shares are held through Megaland Development Limited and Goldfield Venture Limited, companies which are beneficially owned by Fung Wing Cheung, Tony.

## DIRECTORS' INTERESTS IN EQUITY OR DEBT SECURITIES

At 31st December, 2000, the beneficial interests of the directors and chief executive in the shares and options of the Company and its associated corporations as recorded in the register maintained by the Company under section 29 of the Securities (Disclosure of Interests) Ordinance or as notified to the Company were as follows:

### 1. Company

(a) Ordinary Shares of HK\$0.10 each

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### (b) 購股權

購股權乃按已於二零零零年四月十八日股東特別大會上股東批准購股權計劃而批授。

### (b) Share Options

Options were granted under the Share Option Scheme approved by the Shareholders at the Extraordinary General Meeting on 18th April, 2000.

Name of directors	Date of acceptance	Number of share options		
		Granted	Exercised	As at 31.12.2000
董事姓名	接受日期	批授	行使	於二零零零年十二月三十一日尚未行使
Fung Wing Cheung, Tony 馮永祥	10th May, 2000 二零零零年五月十日	42,000,000	–	42,000,000
Fung Yiu Fai, Peter 馮耀輝	10th May, 2000 二零零零年五月十日	42,000,000	–	42,000,000
Lee Seng Hui 李成輝	15th May, 2000 二零零零年五月十五日	33,000,000	–	33,000,000
Fabrice Jacob	9th May, 2000 二零零零年五月九日	10,000,000	–	10,000,000
Xie Da Tong 謝大同	15th May, 2000 二零零零年五月十五日	10,000,000	–	10,000,000
So Shu Fai, Ambrose 蘇樹輝	16th May, 2000 二零零零年五月十六日	10,000,000	–	10,000,000
Lee Yip Wah, Peter 李業華	12th May, 2000 二零零零年五月十二日	10,000,000	–	10,000,000
Chow Yu Chun, Alexander 周宇俊	16th May, 2000 二零零零年五月十六日	10,000,000	–	10,000,000
		<u>167,000,000</u>	<u>–</u>	<u>167,000,000</u>

每位獲批授購股權之董事已支付1.00港元之代價。購股權可以每股普通股股份0.3184港元之行使價於接受日期後三年之期間內隨時予以行使。

The consideration paid by each director for the options granted was HK\$1.00. The options can be exercised at an exercise price of HK\$0.3184 per ordinary share during a period of three years commencing from the date of acceptance.



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## 2. 相聯法團

## 2. Associated Corporations

Name of director 董事姓名	Corporation 公司名稱	Number of shares 股份數目				Total 總額
		Personal interests 個人權益	Family interests 家屬權益	Corporate interests 公司權益 (Note) (附註)	Other interests 其他權益	
Fung Wing Cheung, Tony 馮永祥	Honnex Development Limited 康恩發展有限公司	–	–	500 (5%)	–	500 (5%)
	New Viking Limited 新宏興有限公司	–	–	500 (5%)	–	500 (5%)
	Ocean Glorious Limited 洋廣有限公司	–	–	500 (5%)	–	500 (5%)
	Long Vocation Investments Limited	–	–	5 (5.55%)	–	5 (5.55%)

附註： 此等股份乃透過 Riful Limited 持有，而該等公司由馮永祥實益擁有。

Note: These shares are held through Riful Limited, a company which is beneficially owned by Fung Wing Cheung, Tony.

本公司或其附屬公司概無於年內作出任何安排，使本公司董事、行政總裁、其配偶或其未滿十八歲之子女可藉購入本公司或任何其他公司之股份或債券而得益。

At no time during the year was the Company or its subsidiaries a party to any arrangements to enable the directors or the chief executive of the Company or their spouse or children under the age of 18 to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

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## 主要股東

於二零零零年十二月三十一日，根據證券(披露權益)條例第十六條第一節規定存置之登記冊所載，下列人士或公司(除上述披露有關董事所持之權益外)擁有佔本公司已發行股本10%或以上之權益：

Name of Shareholders 股東名稱	Note 附註	No. of Shares 股份數目
Goldfield Venture Limited ("Goldfield")	1	245,000,000
Megaland Development Limited ("Megaland")	1	581,525,258
Sun Hung Kai Venture Capital Limited ("SHK Venture")	2	169,214,000
Shipshape Investments Limited ("Shipshape")	2	186,058,000
Sun Hung Kai & Co. Limited ("SHK & Co.") 新鴻基有限公司(「新鴻基」)	2	287,505,800

附註：

1. 由於Megaland擁有Goldfield已發行股本之100%權益，故此Megaland被視為擁有該等由Goldfield擁有之245,000,000股股份。該等由Megaland擁有及被視作擁有之股份與馮永祥實益擁有之股份相同。
2. 新鴻基擁有Shipshape已發行股本之100%權益，而Shipshape則擁有SHK Venture已發行股本之100%權益。故此，新鴻基及Shipshape被視為擁有該等由SHK Venture擁有之股份權益。

## SUBSTANTIAL SHAREHOLDERS

As at 31st December, 2000, the following persons or corporations, other than the interest disclosed above in respect of the directors and chief executive are recorded in the register kept pursuant to Section 16(1) of the Securities (Disclosure of Interests) Ordinance as having an interest of ten per cent. or more of the issued share capital of the Company:

Notes:

1. Megaland owns 100% interest in the issued share capital of Goldfield and therefore Megaland is deemed to have an interest in the 245,000,000 shares in which Goldfield is interested. The shares in which Megaland is interested and deemed to be interested are the same shares beneficially held by Fung Wing Cheung, Tony.
2. SHK & Co. owns 100% interest in the issued share capital of Shipshape and Shipshape owns 100% interest in the issued share capital of SHK Venture. Therefore SHK & Co. and Shipshape are deemed to have an interest in the shares in which SHK Venture is interested.

# 董事會報告

# REPORT OF THE DIRECTORS

## 附屬公司

有關附屬公司之詳情載於賬目附註十。

## 撥作資本之利息

本集團於年內並無將任何利息資本化。

## 購買、出售或贖回股份

本公司並無在本年度內贖回本身之股份。本公司及其附屬公司在本年度內概無購買或出售本公司任何股份。

## 管理協議

根據本集團與禹銘投資管理於一九九七年三月五日訂立並經股東於一九九七年三月二十七日批准之管理協議，禹銘投資管理同意由一九九七年三月二十七日起計五年內協助董事會處理本集團之日常管理工作。禹銘投資管理有權收取投資管理費用，金額相等於每季最後一日之資產淨值之0.375%，以及獎金（如有），金額相等於各財政年度完結後之除稅前溢利減去本集團於該年度之每月平均資產淨值6%後之超出數額之20%。而計算投資管理費用及獎金時，本公司之聯營公司將不會按權益會計法計算入每月平均資產淨值及綜合除稅前溢利。截至二零零零年十二月三十一日止年度，禹銘投資管理向本集團收取投資管理費用約22,000,000港元。

## SUBSIDIARIES

Particulars regarding the subsidiaries are set out in note 10 to the accounts.

## INTEREST CAPITALISED

No interest has been capitalised by the Group during the year.

## PURCHASE, SALE OR REDEMPTION OF SHARES

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

## MANAGEMENT AGREEMENT

Under the management agreement approved by shareholders on 27th March, 1997 and dated 5th March, 1997 between the Group and YMIM, YMIM agreed to assist the board of directors with the day-to-day management of the Group for a period of five years commencing 27th March, 1997. YMIM will be entitled to a management fee equal to 0.375% of the net asset value on each quarter date and an incentive fee equal to 20 per cent. of such amount (if any) by which the profit before tax for each financial year completed exceeds such amount as is equal to 6% of average monthly net asset value of the Group as shown by the audited accounts of the companies within the Group for each such financial year but adjusted so that the associated companies of the Group will not be equity accounted for the purpose of calculating such average monthly net asset value and consolidated profit before tax. For the year ended 31st December, 2000, YMIM received from the Group management fee of approximately HK\$22 million.

## 董事會報告

根據上市規則第14章，此項交易屬於關連交易，並須作出披露。

除上文所披露者外，年內概無訂立或存在對本公司整體或任何重大部份業務之管理及行政有關之其他合約。

### 審核委員會

由四名獨立非執行董事李業華、周宇俊、李成輝及蘇樹輝諸位先生組成之審核委員會已於一九九九年六月十六日根據上市規則而成立。

同日，參考香港會計師公會所發表「成立審核委員會指引」而制訂之審核委員會職權範圍已獲本公司董事會通過。審核委員會之主要工作包括審閱及監督本集團之財務申報過程及內部控制。

### 符合上市規則之最佳應用守則

董事會認為，本公司在本年賬目所包含之會計年度內一直遵守上市規則附錄十四所載最佳應用守則，唯一例外情況為本公司之獨立非執行董事須根據本公司之組織章程細則於本公司之股東週年大會上輪值告退及膺連任，而非以指定之任期委任。

## REPORT OF THE DIRECTORS

This transaction constitutes a connected transaction and is required to be disclosed in accordance with Chapter 14 of Listing Rules.

Save as disclosed above, no other contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

### AUDIT COMMITTEE

Pursuant to the Listing Rules, an audit committee, comprising four independent non-executive directors, namely Messrs. Lee Yip Wah, Peter, Chow Yu Chun, Alexander, Lee Seng Hui and So Shu Fai, Ambrose was established on 16th June, 1999.

By reference to "A Guide for The Formation of An Audit Committee" published by the Hong Kong Society of Accountants, written terms of reference which describe the authority and duties of the audit committee were prepared and adopted by the Board of the Company on the same date. The principal activities of the Audit Committee include the review and supervision of the Group's financial reporting process and internal controls.

### COMPLIANCE WITH THE CODE OF BEST PRACTICE OF THE LISTING RULES

In the opinion of the directors, the Company has complied with the Code of Best Practice as set out in Appendix 14 of the Listing Rules throughout the accounting year covered by the annual accounts except that the independent non-executive directors of the Company are not appointed for a specific term as they are subject to retirement by rotation and re-election at the Annual General Meeting of the Company in accordance with the Company's Articles of Association.

# 董事會報告

# REPORT OF THE DIRECTORS

## 核數師

有關賬目已經由羅兵咸永道會計師事務所審核，該會計師事務所任滿告退，並願膺聘續任。羅兵咸會計師事務所於一九九八年與永道會計師事務所合併後，由羅兵咸永道會計師事務所接任核數師。

承董事會命  
秘書  
李業華

香港，二零零一年四月十日

## AUDITORS

The accounts have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment. PricewaterhouseCoopers replaced Price Waterhouse in 1998 following their merger with Coopers & Lybrand.

By order of the Board  
**Lee Yip Wah, Peter**  
*Secretary*

Hong Kong, 10th April, 2001