

The Directors have the pleasure of presenting the annual report together with the audited financial statements of Fujikon Industrial Holdings Limited (“the Company”) and its subsidiaries (together “the Group”) for the year ended 31st March, 2002.

Principal Activities

The Company is an investment holding company. Its subsidiaries are principally engaged in the design, manufacture, marketing and trading of electro-acoustic products, accessories and other electronic products.

Customers and Suppliers

For the year ended 31st March, 2002, the five largest customers accounted for approximately 48% of the Group’s total turnover and the five largest suppliers of the Group accounted for less than 30% of the Group’s total purchases. The largest customer to the Group accounted for approximately 22% of the Group’s total turnover. None of the directors, their associates, or any shareholders (which, to the knowledge of the Directors, owned more than 5% of the Company’s share capital) had a beneficial interest in the Group’s five largest customers.

Results and Appropriations

Details of the Group’s results for the year ended 31st March, 2002 are set out in the consolidated income statement on page 56 of this annual report.

An interim dividend of 2.5 cents per ordinary share was paid during the year. The Directors recommend the payment of a final dividend and a special dividend of 4.5 cents and 3 cents respectively per ordinary share, which will bring the total dividend for the year ended 31st March, 2002 to \$35,960,000.

董事欣然提呈富士高實業控股有限公司（「本公司」）及其附屬公司（統稱「本集團」）截至二零零二年三月三十一日止年度之年報及經審核財務報表。

主要業務

本公司為一間投資控股公司，其附屬公司之主要業務為設計、製造、推廣及銷售電聲產品、配件及其他電子產品。

客戶及供應商

於截至二零零二年三月三十一日止年度，本集團五大客戶佔本集團總營業額約48%，而本集團五大供應商佔本集團總採購額少於30%。本集團之最大客戶佔本集團總營業額約22%。董事、彼等之關連人士或任何股東（就董事所知，擁有本公司股本逾5%者）概無於本集團之五大客戶擁有實際權益。

業績及撥款

本集團截至二零零二年三月三十一日止年度之業績詳情載於本年報第56頁之綜合損益表。

年內已派發中期股息每股普通股2.5仙。董事會建議分別派發末期股息及特別股息每股普通股4.5仙及3仙，故此截至二零零二年三月三十一日年度之股息總額為35,960,000元。

Share Capital and Share Options

Details of movements in share capital and share options of the Company are set out in Notes 20 and 21, respectively, to the accompanying financial statements.

Reserves and Retained Profit

Movements in reserves of the Group and the Company during the year are set out in Note 22 to the accompanying financial statements. Movements in retained profit of the Group during the year are set out in the consolidated income statement on page 56 of this annual report.

As at 31st March, 2002, the Company's reserves of approximately \$138,800,000 (subject to provisions of the Companies Act 1981 of Bermuda (as amended)) and retained profit of approximately \$3,041,000 were available for distribution to the Company's shareholders.

Purchase, Sale or Redemption of Shares

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed shares up to the date of this report.

Pre-Emptive Rights

There is no provision for pre-emptive rights under the Company's Bye-laws and the laws in Bermuda.

Subsidiaries

Particulars of the Company's subsidiaries are set out in Note 13 to the accompanying financial statements.

Property, Machinery and Equipment

Details of movements in property, machinery and equipment during the year are set out in Note 11 to the accompanying financial statements.

股本及購股權

本公司股本及購股權之變動詳情分別載於隨附財務報表附註20及21。

儲備及保留溢利

年內，本集團及本公司儲備變動載於隨附財務報表附註22。年內，本集團之保留溢利變動載於本年報第56頁之綜合損益表。

於二零零二年三月三十一日，本公司可供分派予本公司股東之儲備約為138,800,000元（受百慕達一九八一年公司法（經修訂）之條文所限）及保留溢利約為3,041,000元。

購買、出售及贖回股份

截至本報告日期，本公司及其任何附屬公司概無購買、出售或贖回任何本公司上市股份。

優先認購權

本公司之公司細則及百慕達法例並無載有優先認購權之規定。

附屬公司

本公司附屬公司之詳情載於隨附財務報表附註13。

物業、機械及器材

年內，物業、機械及器材之變動詳情載於隨附財務報表附註11。

Charitable Contributions

During the year, the Group made charitable contributions of approximately \$154,000.

Bank Loans

Particulars of bank loans as at 31st March, 2002 are set out in Note 17 to the accompanying financial statements.

Retirement Schemes

Particulars of retirement schemes are set out in Note 25 to the accompanying financial statements.

Financial Summary

A summary of the Group's financial information is set out on page 2 of this annual report.

Connected Transactions

Certain related party transactions disclosed in Note 3 to the accompanying financial statements constituted connected transactions under Chapter 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("the Listing Rules"). Details of such connected transactions are as follows:

1. Transactions with The Bright Printing Press and Paper Products Limited ("Bright Printing")

Bright Printing is ultimately owned as to 51% by Mr. Yeung Chi Hung, Johnny, Mr. Yuen Yee Sai, Simon, and Mr. Chow Man Yan, Michael, directors of the Company, and as to the remaining 49% by an independent third party not connected with the Directors, chief executive and substantial shareholders of the Company or any of its subsidiaries, or any of their respective associates. Bright Printing is principally engaged in the printing, manufacturing and selling of paper products and labels.

慈善捐獻

年內，本集團作出之慈善捐獻約達154,000元。

銀行貸款

於二零零二年三月三十一日之銀行貸款詳情載於隨附財務報表附註17。

退休金計劃

退休金計劃詳情載於隨附財務報表附註25。

財務撮要

本集團財務資料之撮要載於本年報第2頁。

關連交易

隨附財務報表附註3披露之若干關連交易乃屬於香港聯合交易所有限公司證券上市規則（「上市規則」）第14章所指之關連交易。該等關連交易詳情如下：

1. 與光明柯式印務紙品廠有限公司（「光明柯式印務」）進行之交易

光明柯式印務之51%權益最終由本公司董事楊志雄先生、源而細先生及周文仁先生擁有，而餘下之49%由與本公司或其任何附屬公司之董事、主要行政人員、主要股東，或彼等各自之聯繫人士概無關連之獨立第三方擁有。光明柯式印務主要從事印刷、製造及出售紙品及標籤。

Connected Transactions (Cont'd)

1. Transactions with The Bright Printing Press and Paper Products Limited (“Bright Printing”) (Cont'd)

The Group has purchased printing products from Bright Printing amounting to approximately \$7,842,000 and sold packaging materials to Bright Printing amounting to approximately \$77,000 during the year ended 31st March, 2002.

These transactions are of a recurring nature and continue after the listing of the shares of the Company on The Stock Exchange of Hong Kong Limited. The Directors consider these transactions have been conducted in the ordinary and usual course of business of the Group on normal commercial terms and the continuation of these transactions in the future will be beneficial to the Group.

2. Transactions with Yuyao Shun-Tai Telecommunication Material Company Limited (“Shun-Tai Telecom”)

Shun-Tai Telecom is 30% owned by Yuyao City Shun-Tai Industrial Trading Co., Ltd. (“Shun-Tai Industrial”). The remaining 70% of the registered capital of Shun-Tai Telecom is owned by an independent third party who is not connected with the Directors, chief executive and substantial shareholders of the Company or any of its subsidiaries, or any of their respective associates. Shun-Tai Telecom is principally engaged in the manufacture of electrical cables.

Shun-Tai Industrial holds 30% of the registered capital of Ningbo Fusion Electrical Material Co., Ltd. (“NFE”). The remaining 70% of the registered capital of NFE is held by a wholly owned subsidiary of the Company. NFE is, therefore, a subsidiary of the Company.

關連交易 (續)

1. 與光明柯式印務紙品廠有限公司 (「光明柯式印務」) 進行之交易 (續)

於截至二零零二年三月三十一日止年度內，本集團向光明柯式印務購買為數約7,842,000元之印刷品及向光明柯式印務出售為數約77,000元之包裝材料。

該等交易屬經常性質，並於本公司股份在香港聯合交易所有限公司上市後繼續進行。董事認為該等交易乃按一般商業條款在本集團日常業務過程中進行，日後繼續進行該等交易將令本集團受益。

2. 與余姚舜台電訊器材有限公司 (「舜台電訊」) 進行之交易

舜台電訊30%權益由余姚市舜台工貿有限公司 (「舜台工貿」) 擁有，而舜台電訊餘下70%註冊資本由與本公司或其任何附屬公司之董事、主要行政人員、主要股東，或彼等各自之聯繫人士概無關連之獨立第三者擁有。舜台電訊主要從事製造電線。

舜台工貿持有寧波富舜電業材料有限公司 (「寧波富舜」) 30%註冊股本，而寧波富舜餘下之70%註冊股本則由本公司一間全資附屬公司擁有。因此，寧波富舜為本公司之附屬公司。

Connected Transactions (Cont'd)

2. Transactions with Yuyao Shun-Tai Telecommunication Material Company Limited (“Shun-Tai Telecom”) (Cont'd)

On 19th October 2001, the threshold for mandatory general offers under the Code on Takeovers and Mergers and Share Repurchases of Hong Kong (“the Takeovers Code”) was lowered, with immediate effect from that date, to 30%. This resulted in an automatic lowering of the percentage threshold set out in the definition of “associate” in the Listing Rules, and as a result of such change, Shun-Tai Telecom became a connected person of the Company on that date, and transactions between either Fujikon Industrial Company Limited (“FIC”) or NFE and Shun-Tai Telecom became connected transactions.

Following the change to the Takeovers Code, FIC and NFE have entered into the following transactions with Shun-Tai Telecom which became connected transactions:

- (a) purchases of goods: FIC purchased cables manufactured by Shun-Tai Telecom, for a total consideration of approximately \$6,383,000 from Shun-Tai Telecom between 19th October, 2001 and 31st March, 2002. The cables are part of the materials required for the production of the products of FIC; and
- (b) sales of goods: NFE sold PVC beads and wires for a total sale price of approximately \$1,391,000 to Shun-Tai Telecom between 19th October, 2001 and 31st March, 2002. The PVC beads and wires manufactured by NFE are made from the materials purchased from independent third parties.

關連交易 (續)

2. 與余姚舜台電訊器材有限公司(「舜台電訊」)進行之交易 (續)

於二零零一年十月十九日，香港公司收購、合併及購回股份守則(「收購守則」)所規定強制性全面收購建議之觸發點即時調低至30%。上市規則內「聯營公司」釋義所指之觸發點百分比亦相應調低，舜台電訊因而於當日成為本公司之關連人士，而富士高實業有限公司(「FIC」)或寧波富舜與舜台電訊間之交易亦因而成為關連交易。

收購守則變動後，FIC及寧波富舜曾與舜台電訊進行下列關連交易：

- (a) 採購貨品：FIC於二零零一年十月十九日至二零零二年三月三十一日向舜台電訊採購總數約6,383,000元由舜台電訊製造之電線。上述電線為生產FIC產品之部份原料。
- (b) 出售貨品：寧波富舜於二零零一年十月十九日至二零零二年三月三十一日向舜台電訊出售總值約1,391,000元之PVC膠粒及裸銅杆拉絲。該等由寧波富舜製造之PVC膠粒及裸銅杆拉絲由向獨立第三方採購之原料生產。

Connected Transactions (Cont'd)

2. Transactions with Yuyao Shun-Tai Telecommunication Material Company Limited (“Shun-Tai Telecom”) (Cont'd)

The Directors consider the above transactions have been conducted in the usual and ordinary course of business of the Group on normal commercial terms. The Directors are of the view that as far as the shareholders of the Company are concerned, these transactions are fair and reasonable and in the best interests of the Company and its shareholders as a whole.

3. Acquisition of fixed assets and inventories from Shun-Tai Telecom

On 7th March, 2002, Shun-Tai Telecom sold its fixed assets used for the production of cables and its inventories at an aggregate consideration of approximately RMB10,446,000 (equivalent to approximately \$9,949,000) to NFE.

The consideration was determined on the basis of the independent valuation of the fixed assets appraised by Sallmanns (Far East) Limited, an independent valuer, as at 1st December, 2001 and the valuation of the inventories appraised by NFE as at 1st February, 2002.

The acquisition is in the ordinary course of business of NFE to integrate its production of the cables and forms part of the Group's long-term strategy of implementing vertical integration and streamlining its production process.

關連交易 (續)

2. 與余姚舜台電訊器材有限公司(「舜台電訊」)進行之交易 (續)

董事認為上述交易於本集團日常業務中按一般商業條款進行。董事認為該等交易對本公司股東公平合理，且符合本公司及股東之整體利益。

3. 收購舜台電訊固定資產及存貨

舜台電訊於二零零二年三月七日向寧波富舜出售生產電線之固定資產以及存貨，總代價為約人民幣10,446,000元(約相等於9,949,000元)。

上述代價根據獨立估值師香港西門(遠東)有限公司於二零零一年十二月一日就固定資產所作出之獨立估值以及寧波富舜於二零零二年二月一日就存貨作出之估值釐定。

收購於寧波富舜日常業務中進行，以整合生產電線業務，並為本集團垂直整合及精簡生產程序之長遠策略之其中一步。

Connected Transactions (Cont'd)

3. Acquisition of fixed assets and inventories from Shun-Tai Telecom (Cont'd)

The Directors understand that Shun-Tai Telecom will cease its manufacturing process for cables upon completion of the acquisition. On completion of the acquisition, the ongoing connected transactions between Shun-Tai Telecom and each of FIC and NFE, the particulars of which were described in Note 2 above, will cease because NFE will have the equipment necessary for the production of the cables, following completion of the acquisition. It is expected, therefore, that the acquisition will reduce the Group's purchasing costs of the cables.

The Directors consider that the acquisition was entered into in the usual and ordinary course of business of the Group. The terms of the acquisition were negotiated on an arm's length basis and on normal commercial terms between the parties involved. The Directors (including the independent non-executive directors) are of the view that as far as the shareholders of the Company are concerned, the acquisition is fair and reasonable and in the best interests of the Company and its shareholders as a whole.

Pursuant to the requirements set by The Stock Exchange of Hong Kong Limited for waivers granted to the Group from strict compliance with the relevant requirements as set out in Chapter 14 of the Listing Rules, the connected transactions mentioned in Notes 1 and 2 above for the year ended 31st March, 2002 have been reviewed by the independent non-executive directors of the Company, and have been approved by the Board of Directors.

關連交易 (續)

3. 收購舜台電訊固定資產及存貨 (續)

董事了解到舜台電訊將於收購完成後停止生產電線。由於收購完成後寧波富舜將具備生產電線之必須設備，因此如上文註2所詳述，舜台電訊與FIC及寧波富舜進行之關連交易將會終止。因此，預期該收購將節省本集團採購電線之成本。

董事認為收購在本集團日常業務中進行。收購條款經雙方公平磋商並按一般商業條款訂立。董事（包括獨立非執行董事）認為收購對本公司股東公平合理，並符合本公司及股東之整體利益。

根據香港聯合交易所有限公司就豁免本集團嚴格遵守上市規則第十四章之有關規定，上文註1及註2所述截至二零零二年三月三十一日止年度之關連交易已由本公司獨立非執行董事審閱，並經董事會批准。

Directors and Directors' Service Contracts

The directors who held office during the year and up to the date of this report are:

Executive directors

Mr. Yeung Chi Hung, Johnny
Mr. Yuen Yee Sai, Simon
Mr. Chow Man Yan, Michael
Mr. Wong Sau Lik, Weekly Peter
Mr. Tsang Yiu Wah
Mr. Ng Kwong Hing

Non-executive director

Dr. Lui Ming Wah (Appointed on 29th August, 2001)

Independent non-executive directors

Dr. Lui Ming Wah (Resigned on 29th August, 2001)
Dr. Chang Chu Cheng
Mr. Che Wai Hang, Allen

In accordance with the Bye-laws of the Company, Dr. Lui Ming Wah, Dr. Chang Chu Cheng, and Mr. Che Wai Hang, Allen will retire from office and, being eligible, offer themselves for re-election. All other remaining directors continue in office.

All executive directors entered into service contracts with the Company for a term of three years commencing from 1st April, 2000, which continue thereafter until terminated by either party. Other than these service contracts, none of the Directors have an unexpired service contract with the Company which is not terminable by the Company within one year without payment of compensation other than statutory compensation.

董事及董事服務合約

年內及截至本報告日期任職之董事如下：

執行董事

楊志雄先生
源而細先生
周文仁先生
王秀力先生
曾耀華先生
吳廣興先生

非執行董事

呂明華博士（於二零零一年八月二十九日委任）

獨立非執行董事

呂明華博士（於二零零一年八月二十九日辭任）
張樹成博士
車偉恒先生

根據本公司之公司細則，呂明華博士、張樹成博士及車偉恒先生將任滿，彼等願膺選連任。其餘所有其他董事繼續任職。

所有執行董事均已與本公司訂立服務合約，年期由二零零零年四月一日起計，為期三年，合約到期後除非任何一方予以終止，否則合約繼續生效。除該等服務合約外，董事概無與本公司訂立任何本公司不得於一年內終止而毋須作出賠償（法定補償除外）之未屆滿服務合約。

Directors and Directors' Service Contracts
(Cont'd)

The non-executive director and the independent non-executive directors are not appointed for a specific term, but are subject to retirement by rotation and re-election at the annual general meeting in accordance with the provisions of the Company's Bye-laws.

Directors' Interests in Shares

As at 31st March, 2002, the directors of the Company had the following beneficial interests in the shares with par value of \$0.1 each in the capital of the Company within the meaning of the Securities (Disclosure of Interests) Ordinance ("the SDI Ordinance"), as recorded in the Register of Directors' Interests required to be kept by the Company pursuant to Section 29 of the SDI Ordinance.

董事及董事服務合約 (續)

非執行董事及獨立非執行董事並無任何特定任期，惟須根據本公司細則之規定於股東週年大會上輪流退任及重選連任。

董事於股份之權益

於二零零二年三月三十一日，本公司根據證券（披露權益）條例（「披露權益條例」）第29條所載之董事名冊所記錄，本公司董事實益擁有本公司股本中每股面值0.1元之股份權益（定義見披露權益條例）如下：

Name 姓名		Type of interest 權益類別		Total 總計	Percentage of shares outstanding 已發行股份 之百分比
		Personal interests 個人權益	Corporate interests 公司權益		
Mr. Yeung Chi Hung, Johnny	楊志雄先生	6,091,000	211,714,500 (a)	217,805,500	60.569%
Mr. Yuen Yee Sai, Simon	源而細先生	6,091,000	211,714,500 (a)	217,805,500	60.569%
Mr. Chow Man Yan, Michael	周文仁先生	6,091,000	211,714,500 (a)	217,805,500	60.569%
Mr. Wong Sau Lik, Weeky Peter	王秀力先生	—	13,485,000 (b)	13,485,000	3.75%
Mr. Tsang Yiu Wah	曾耀華先生	—	13,485,000 (c)	13,485,000	3.75%
Mr. Ng Kwong Hing	吳廣興先生	—	6,742,500 (d)	6,742,500	1.875%

Notes:

附註：

- a. These shares are held by Acoustic Touch Limited which is ultimately owned as follows:
- (i) one-third by Golden Hope Financial Limited which is, in turn, wholly-owned by Mr. Yeung Chi Hung, Johnny.
 - (ii) one-third by Shinning Fairview Holdings Inc. which is, in turn, wholly-owned by Mr. Yuen Yee Sai, Simon.
 - (iii) one-third by Coral Sea Group Limited which is, in turn, wholly-owned by Mr. Chow Man Yan, Michael.

- a. 該等股份由Acoustic Touch Limited持有，該公司為下列各方最終持有：
- (i) 三分之一由Golden Hope Financial Limited持有，該公司由楊志雄先生全資擁有。
 - (ii) 三分之一由Shinning Fairview Holdings Inc.持有，該公司由源而細先生全資擁有。
 - (iii) 三分之一由Coral Sea Group Limited持有，該公司由周文仁先生全資擁有。

Directors' Interests in Shares (Cont'd)

Notes: (Cont'd)

- b. Mr. Wong Sau Lik, Weekey Peter held the shares through Miracle Journey Corp., a corporation in which he is the sole shareholder.
- c. Mr. Tsang Yiu Wah held the shares through Mighty Media Limited, a corporation in which he is the sole shareholder.
- d. Mr. Ng Kwong Hing held the shares through Mys Finance Limited, a corporation in which he is the sole shareholder.

Save as disclosed above, the Company had no notice of any interests required to be recorded under Section 29 of the SDI Ordinance as at 31st March, 2002.

Information on Share Option Scheme

The Company has a share option scheme, under which it may grant options to employees of the Group (including executive directors of the Company) to subscribe for shares in the Company. Details of the scheme are set out in Note 21 to the accompanying financial statements.

Summary of the share option scheme ("the Scheme") adopted on 23rd March, 2000 disclosed in accordance with the Listing Rules was as follows:

1. Purpose of the Scheme

As incentive or rewards to eligible employees

2. Eligible employee of the Scheme

Full-time employee or executive directors of the Company or any of its subsidiaries

董事於股份之權益 (續)

附註: (續)

- b. 王秀力先生透過其全資擁有之Miracle Journey Corp.持有股份。
- c. 曾耀華先生透過其全資擁有之Mighty Media Limited持有股份。
- d. 吳廣興先生透過其全資擁有之Mys Finance Limited持有股份。

除上文所披露者外，於二零零二年三月三十一日，本公司並不知悉任何根據披露權益條例第29條須予記錄之權益。

購股權計劃之資料

本公司設有購股權計劃。據此，本公司可向本集團僱員（包括本公司之執行董事）授出可認購本公司股份之購股權。該計劃詳情載於隨附財務報表附註21。

於二零零零年三月二十三日採納之購股權計劃（「計劃」）概要根據上市規則披露如下：

1. 計劃目的

激勵或獎勵合資格人士

2. 計劃之合資格僱員

本公司或其任何附屬公司之全職僱員或執行董事

Information on Share Option Scheme (Cont'd)

購股權計劃之資料 (續)

- | | |
|--|--|
| <p>3. Total number of shares available for issue under the Scheme and percentage of issued share capital as at 31st March, 2002</p> <p>33,550,000 shares (9.33% of issued share capital)</p> | <p>3. 根據計劃可供發行之股份總數以及於二零零二年三月三十一日之已發行股本百分比</p> <p>33,550,000股股份 (佔已發行股本9.33%)</p> |
| <p>4. Maximum entitlement of each participant under the Scheme</p> <p>25% of the maximum aggregate number of the shares of the Company for the time being issued and issuable under the Scheme</p> | <p>4. 每名參與者根據計劃之最高限額</p> <p>當時根據計劃已發行或可發行之本公司股份總數25%</p> |
| <p>5. The period within which the shares must be taken up under an option</p> <p>Commencing on the date of grant of an option and expiring at the close of business on the tenth anniversary thereof</p> | <p>5. 根據購股權必須認購股份之期限</p> <p>自授出購股權日期起計滿十週年之營業日結束時屆滿</p> |
| <p>6. The minimum period for which an option must be held before it can be exercised</p> <p>N/A</p> | <p>6. 購股權行使前必須持有之最短期限</p> <p>不適用</p> |
| <p>7. The amount payable on application or acceptance of the option and the period within which payments or calls must or may be made or loans for such purposes must be repaid</p> <p>A remittance in favour of the Company of \$1.00 on or before the date of acceptance stated in the offer of an option</p> | <p>7. 申請或接納購股權時須支付之款項以及必須或需要支付款項或催繳款項或償還因此而產生之債項之期限</p> <p>於授出購股權建議列明之日期或之前向本公司支付1.00元之代價</p> |

Information on Share Option Scheme (Cont'd)

8. The basis of determining the exercise price

The exercise price is determined by the board of directors and being not less than the higher of:

- a. 80% of the average of the closing price of the shares quoted on The Stock Exchange of Hong Kong Limited on the five trading days immediately preceding the date of offer of an option; and
- b. the nominal value of the shares

9. The remaining life of the Scheme

The Scheme was adopted on 23rd March, 2000 and will end at the close of business on the tenth anniversary thereof

The fair value of the options granted in the current year totalled approximately \$5,112,000. The following significant assumptions were used to derive the fair values using the Black-Scholes Model:

- (i) the expected life is estimated to be 9 years from the date of grant;
- (ii) no dividend will be paid out during the expected life of the options;
- (iii) the risk-free rate used is 5.92%, being the yield of the Hong Kong Exchange Fund Notes for a period of about 10 years; and
- (iv) the expected volatility used is 40.5%, which represents the standard deviation of the daily closing share prices of the Company within 26 months from the date of commencement of dealings in its shares in The Stock Exchange of Hong Kong Limited.

購股權計劃之資料 (續)

8. 釐定行使價之準則

行使價由董事會釐定，且不低於下列之較高者：

- a. 建議授出購股權前五個交易日股份於香港聯合交易所有限公司每日報價表所列之平均收市價80%；及
- b. 股份面值

9. 計劃尚餘年期

計劃於二零零零年三月二十三日採納，將於滿十週年之營業日結束時屆滿

於本年度授出購股權之公平價值約為5,112,000元。本公司乃基於以下假設按Black-Scholes模式計算出公平價值：

- (i) 預計有效行使期為自授出日期起計9年；
- (ii) 於購股權預計有效之行使期內並無派付股息；
- (iii) 無風險利率為5.92%，即香港外匯基金債券於約10年期之債息率；及
- (iv) 預期波幅為40.5%，相等於自股份在香港聯合交易所有限公司開始買賣當日起計26個月內本公司每日股份收市價之標準方差。

Information on Share Option Scheme (Cont'd)

In assessing the aggregate value of the share options, no adjustment has been made for possible future forfeiture of the options. No charge is recognised in the profit and loss account in respect of the value of options granted during the period.

It should be noted that the value of options calculated using the Black-Scholes Model is based on various assumptions and is only an estimate of the value of share options granted during the year. It is possible that the financial benefit accruing to the grantees of options will be considerably different from the value determined under the Black-Scholes Model.

Directors' Rights to Acquire Shares or Debentures

As at the date of this report, the share options granted to and held by the directors of the Company are as follows:

購股權計劃之資料 (續)

在評估購股權之總值時，並無就日後可能沒收購股權而作出調整。損益表內並無就期內所授購股權之價值確認任何扣減。

謹請注意本公司乃基於若干假設按 Black-Scholes 模式計算購股權之價值，而年內授出購股權之價值僅為估價，故購股權承授人所獲財務利益或會較按 Black-Scholes 模式計算之價值有不同。

董事購入股份或債券之權利

於本報告日期，授予並由本公司董事持有之購股權如下：

Name 姓名	Subscription price per shares 每股認購價	Beginning of year 年初	Number of share options granted 授出購股權數目		End of year 年終
			Granted during the year 年內授出	Exercised during the year 年內行使	
Mr. Yeung Chi Hung, Johnny 楊志雄先生	\$1.287元 (i) \$0.504元 (ii)	6,000,000 —	— 1,560,000	— —	6,000,000 1,560,000
Mr. Yuen Yee Sai, Simon 源而細先生	\$1.287元 (i) \$0.504元 (ii)	6,000,000 —	— 1,560,000	— —	6,000,000 1,560,000
Mr. Chow Man Yan, Michael 周文仁先生	\$1.287元 (i) \$0.504元 (ii)	6,000,000 —	— 1,560,000	— —	6,000,000 1,560,000
Mr. Wong Sau Lik, Weeky Peter 王秀力先生	\$1.287元 (i) \$0.504元 (ii)	1,200,000 —	— 300,000	— —	1,200,000 300,000
Mr. Tsang Yiu Wah 曾耀華先生	\$1.287元 (i) \$0.504元 (ii)	1,200,000 —	— 300,000	— —	1,200,000 300,000
Mr. Ng Kwong Hing 吳廣興先生	\$1.287元 (i) \$0.504元 (ii)	800,000 —	— 200,000	— —	800,000 200,000
		21,200,000	5,480,000	—	26,680,000

(i) The options are exercisable at any time during the periods from 2nd May, 2000, 2nd May, 2001 or 2nd May, 2002 to 1st May, 2010.

(ii) The options are exercisable at any time during the period from 23rd July, 2001 to 22nd July, 2011.

(i) 購股權可於二零零零年五月二日或二零零一年五月二日或二零零二年五月二日至二零零一年五月一日之期間隨時行使。

(ii) 購股權可於二零零一年七月二十三日至二零零一年七月二十二日期間隨時行使。

Directors' Rights to Acquire Shares or Debentures (Cont'd)

Save as disclosed above, at no time during the year was the Company or any of its subsidiaries or holding companies a party to any arrangements to enable any of the Company's directors or chief executives to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of, the Company or any other body corporate.

Directors' Interests in Contracts

Save as disclosed in the preceding paragraph and Note 3 to the accompanying financial statements, no contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries or holding companies was a party and in which any of the Company's directors or chief executives had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Competing Business

In the opinion of the Directors, there is no such competing business as defined by the Listing Rules.

Substantial Shareholders

As at 31st March, 2002, the following entities (not being a director or chief executive of the Company) had registered an interest in 10% or more of the issued share capital of the Company:

Name 名稱	Number of Issued shares 已發行股份數目	Percentage holding 持股百分比
Acoustic Touch Limited (a)	211,714,500	58.875%
Silverfun Property Limited (b)	211,714,500	58.875%
Shinning Fairview Holdings Inc. (c)	211,714,500	58.875%
Coral Sea Group Limited (c)	211,714,500	58.875%
Golden Hope Financial Limited (d)	211,714,500	58.875%

董事購入股份或債券之權利 (續)

除上文所披露者外，於年內任何時間，本公司或其任何附屬公司或控股公司並無參與任何安排，致使任何本公司董事或主要行政人員可藉購入本公司或任何其他法人團體之股份或債務證券（包括債券）而取得利益。

董事於合約中之權益

除上段及隨附財務報表附註3所披露者外，於年結時或本年度內任何時間，本公司或其任何附屬公司或控股公司並無就本集團之業務簽訂任何本公司董事或主要行政人員直接或間接擁有重大權益之重要合約。

競爭性業務

董事認為，並無存在上市規則定義之競爭性業務。

主要股東

於二零零二年三月三十一日，以下公司（並非本公司之董事或主要行政人員）已登記佔本公司已發行股本10%或以上權益：

Substantial Shareholders (Cont'd)

Notes:

- a. These shares are held by Acoustic Touch Limited which is ultimately owned as follows:
- (i) one-third by Golden Hope Financial Limited which is, in turn, wholly-owned by Mr. Yeung Chi Hung, Johnny.
 - (ii) one-third by Shinning Fairview Holdings Inc. which is, in turn, wholly-owned by Mr. Yuen Yee Sai, Simon.
 - (iii) one-third by Coral Sea Group Limited which is, in turn, wholly-owned by Mr. Chow Man Yan, Michael.
- b. Silverfun Property Limited is the sole shareholder of East Sino Consultants Limited, Artbo Industries Group Limited and Loyal Fair Group Limited which, together, own one-third of the issued shares of Acoustic Touch Limited. It is therefore deemed, under the SDI Ordinance, to be interested in all the shares held by Acoustic Touch Limited. Silverfun Property Limited is wholly-owned by Golden Hope Financial Limited which is, in turn, wholly-owned by Mr. Yeung Chi Hung, Johnny.
- c. Shinning Fairview Holdings Inc. and Coral Sea Group Limited are the immediate shareholders of one-third each of the issued shares of Acoustic Touch Limited. They are therefore deemed, under the SDI Ordinance, to be interested in all the shares held by Acoustic Touch Limited. Shinning Fairview Holdings Inc. is wholly-owned by Mr. Yuen Yee Sai, Simon and Coral Sea Group Limited is wholly-owned by Mr. Chow Man Yan, Michael.
- d. Golden Hope Financial Limited is the sole shareholder of Silverfun Property Limited. It is therefore deemed, under the SDI Ordinance, to be interested in all the shares held by Acoustic Touch Limited. Golden Hope Financial Limited is wholly-owned by Mr. Yeung Chi Hung, Johnny.

主要股東 (續)

附註:

- a. 此等股份由Acoustic Touch Limited持有，該公司為下列各方之最終持有：
- (i) 三分之一由Golden Hope Financial Limited持有，該公司由楊志雄先生全資擁有。
 - (ii) 三分之一由Shinning Fairview Holdings Inc.持有，該公司則由源而細先生全資擁有。
 - (iii) 三分之一由Coral Sea Group Limited持有，該公司則由周文仁先生全資擁有。
- b. Silverfun Property Limited乃East Sino Consultants Limited、Artbo Industries Group Limited及Loyal Fair Group Limited之唯一股東，而此三家公司合共擁有Acoustic Touch Limited三分之一已發行股本。故根據披露權益條例，該公司被視為於Acoustic Touch Limited持有之所有股份中擁有權益。Silverfun Property Limited由Golden Hope Financial Limited全資擁有，而該公司則由楊志雄先生全資擁有。
- c. Shinning Fairview Holdings Inc.及Coral Sea Group Limited分別為Acoustic Touch Limited三分之一已發行股本之股東。故根據披露權益條例，該等公司被視為於Acoustic Touch Limited持有之所有股份中擁有權益。Shinning Fairview Holdings Inc.由源而細先生全資擁有，而Coral Sea Group Limited由周文仁先生全資擁有。
- d. Golden Hope Financial Limited乃Silverfun Property Limited之唯一股東。故根據披露權益條例，該公司被視為於Acoustic Touch Limited持有之所有股份中擁有權益。Golden Hope Financial Limited由楊志雄先生全資擁有。

Save as disclosed above, the Company had no notice of any interests to be recorded under Section 16 (1) of the SDI Ordinance as at 31st March, 2002.

除以上所披露者外，於二零零二年三月三十一日，本公司並不知悉任何根據披露權益條例第16(1)條須予記錄之權益。

Management Contracts

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year.

Audit Committee

The Company established an Audit Committee in March 2000 and has formulated its written terms of reference in accordance with the requirements of The Stock Exchange of Hong Kong Limited. The members of the Committee are Dr. Lui Ming Wah, being non-executive director of the Company, and Dr. Chang Chu Cheng and Mr. Che Wai Hang, Allen, being independent non-executive directors of the Company. The primary duties of the Audit Committee are to review the Company's annual report and half-year reports. It is also responsible for reviewing and supervising the Company's financial reporting and internal control procedures.

Code of Best Practice

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 of The Stock Exchange of Hong Kong Limited throughout the year ended 31st March, 2002, save that non-executive director and independent non-executive directors of the Company are not appointed for a fixed term but are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Company's Bye-laws.

管理合約

年內，並無訂立或存在任何有關本公司全部或任何大部份業務之管理及行政合約。

審核委員會

本公司已於二零零零年三月成立審核委員會，並按香港聯合交易所有限公司之規定制定職權範圍書。委員會成員為本公司非執行董事呂明華博士以及獨立非執行董事張樹成博士及車偉恒先生。審核委員會之主要職責為審閱本公司之年報及中期報告，亦須審核及監察本公司之財務申報及內部管理程序。

最佳應用守則

董事認為，截至二零零二年三月三十一日止整個年度，本公司一直遵守上市規則附錄14所載之最佳應用守則，惟本公司非執行董事及獨立非執行董事並無指定任期，而須根據公司細則輪流退任及於本公司股東週年大會上重選。

Auditors

Messrs. Arthur Andersen & Co audited the financial statements of the Company for the years ended 31st March, 1999, 2000 and 2001. During the year, Messrs. Arthur Andersen & Co resigned as the auditors of the Company and the Company's directors appointed Messrs. PricewaterhouseCoopers to fill the casual vacancy in a directors' meeting. The financial statements for the year ended 31st March, 2002 have been audited by Messrs. PricewaterhouseCoopers who retired and, being eligible, offer themselves for reappointment.

On behalf of the Board of Directors,
YEUNG CHI HUNG, JOHNNY
Chairman

Hong Kong, 12th July, 2002.

核數師

安達信公司於截至一九九九年、二零零零年及二零零一年三月三十一日止年度為本公司審核財務報表。安達信公司於本年度辭任本公司核數師，而本公司董事已於董事會議委任羅兵咸永道會計師事務所填補空缺。截至二零零二年三月三十一日止年度之財務報表由羅兵咸永道會計師事務所審核，彼等已任滿，惟符合資格並願意連任。

代表董事會
楊志雄
主席

香港，二零零二年七月十二日