

## Report of the Directors

The Directors have pleasure in presenting their report together with the audited accounts for the year ended 31st March 2002.

### PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding. The principal activities of its principal subsidiaries are set out in note 31 to the accounts.

The activities of the Group are mainly based in Hong Kong. Analyses of the Group's turnover and contribution to operating result by principal activities and by principal markets are set out in note 2 to the accounts.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated profit and loss account on page 19.

The Directors do not recommend the payment of a dividend.

### FINANCIAL SUMMARY

A five year financial summary of the results and of the assets and liabilities of the Group is set out on page 60.

### DONATIONS

During the year, the Group made charitable and other donations of HK\$9,000.

### FIXED ASSETS

Details of the movements in fixed assets of the Group are set out in note 12 to the accounts.

### RESERVES

Movements in the reserves of the Group and the Company during the year are set out in note 22 to the accounts.

### PRINCIPAL PROPERTIES

Details of the principal properties of the Group are set out on pages 64 to 66.

### DIRECTORS

The Directors of the Company during the year and at the date of this report were:

Mr. Fung Siu To, Clement

Mr. Lim Yin Cheng

Mr. Poon Jing

Mr. Lun Pui Kan

Mr. Kwan Po Lam, Phileas

Mr. Chan Sze Hung

Mr. Cheung Kwok Wah, Ken

In accordance with Bye Law 99 of the Company's Bye-Laws, all Directors retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

None of the Directors has a service contract with the Company which is not determinable by the Company within one year without payment of compensation other than statutory compensation.

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of Directors and senior management are set out on page 6.

## DIRECTORS' INTERESTS IN CONTRACTS

No contracts of significance in relation to the Company'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.

## ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Apart from the share option scheme of the Company as disclosed on page 14, and that of its subsidiary, Asia Standard International Group Limited ("Asia Standard"), at no time during the year was the Company or its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## DIRECTORS' INTERESTS IN SECURITIES

As at 31st March 2002, the interests of the Directors and Chief Executives in the equity securities of the Company and its associated corporations (as defined under the Securities (Disclosure of Interests) Ordinance ("SDI Ordinance")), as recorded in the register maintained pursuant to Section 29 of the SDI Ordinance or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies or as otherwise known to the Directors, were as follows:

### a) The Company

#### (i) Interests in shares

| Name of director | Personal interests | Number of shares held |                     | Total as at 31st March 2002 |
|------------------|--------------------|-----------------------|---------------------|-----------------------------|
|                  |                    | Family interests      | Corporate interests |                             |
| Mr. Poon Jing    | 1,499,007,800      | 69,826,000            | 1,900,584,936       | 3,469,418,736               |

#### (ii) Interests in share options

| Name of director         | Nature of interests | Exercised during the year | Exercise price | Number of options held as at 31st March 2002 |
|--------------------------|---------------------|---------------------------|----------------|--|
| Mr. Fung Siu To, Clement | Personal            | Nil                       | HK\$0.3466     | 15,000,000                                   |
| Mr. Lim Yin Cheng        | Personal            | Nil                       | HK\$0.3466     | 15,000,000                                   |
| Mr. Lun Pui Kan          | Personal            | Nil                       | HK\$0.3466     | 15,000,000                                   |
| Mr. Kwan Po Lam, Phileas | Personal            | Nil                       | HK\$0.3466     | 15,000,000                                   |

The options were granted under the share option scheme approved by the shareholders of the Company at a Special General Meeting on 28th August 1996. The options are exercisable at any time on or before 13th February 2010.

**b) Subsidiaries**

**(i) Interests in shares**

| Name of director                              | Name of subsidiary   | Number of shares held |                     | Total as at 31st March 2002 |
|---|--|-----------------------|---------------------|-----------------------------|
|   |  | Personal interests    | Corporate interests |                             |
| Mr. Poon Jing                                 | Asia Standard  | 4,445,650             | 2,196,391,030*      | 2,200,836,680               |
| Mr. Poon Jing                                 | Asia Standard Hotel Group Limited<br>("Asia Standard Hotel") | 248,937               | 3,699,148,774*      | 3,699,397,711               |
| Mr. Poon Jing and<br>Mr. Fung Siu To, Clement | Centop Investment Limited                                    | –                     | 20                  | 20                          |
| Mr. Fung Siu To, Clement                      | Mark Honour Limited  | 1                     | –                   | 1                           |

\* By virtue of his controlling interest in the Company, Mr. Poon Jing is deemed to be interested in the shares of Asia Standard and Asia Standard Hotel held by the Company's subsidiaries.

In addition, by virtue of his interests in the Company, Mr. Poon Jing is deemed to be interested in the shares of all of the Company's subsidiaries.

**(ii) Interests in share options**

| Name of director | Name of subsidiary | Nature of interests | Exercised during the year | Exercise price | Number of options held |
|------------------|--------------------|---------------------|---------------------------|----------------|------------------------|
|                  |                    |                     |                           |                | as at 31st March 2002  |
| Mr. Lun Pui Kan  | Asia Standard      | Personal            | Nil                       | HK\$0.384      | 1,750,000              |

The options were granted under an Executive Share Option Scheme approved by the shareholders of Asia Standard at a Special General Meeting on 23rd December 1991. The options are exercisable on or before 27th March 2005.

**(c) Associated company - Q9 Technology Holdings Limited****Interests in share options**

Pursuant to the Pre-IPO Share Option Scheme adopted by Q9 Technology Holdings Limited (“Q9”) on 5th May 2001 and the Share Option Scheme adopted by Q9 on 7th May 2001, particulars of the outstanding options which have been granted under the Pre-IPO Share Option Scheme and the Share Option Scheme are set out below:

| Name of Director         | Exercise Price | Option Exercise Period* | Number of share options held as at 31st March 2002 |
|--------------------------|----------------|-------------------------|--|
| Mr. Lim Yin Cheng        | HK\$0.36       | See note 1 below        | 84,480,000   |
| Mr. Fung Siu To, Clement | HK\$0.36       | See note 2 below        | 2,560,000  |
| Mr. Kwan Po Lam, Phileas | HK\$0.45       | 18/5/01 to 17/5/11      | 1,000,000  |
| Mr. Lun Pui Kan          | HK\$0.36       | See note 2 below        | 1,920,000  |
| Mr. Lun Pui Kan          | HK\$0.45       | 18/5/01 to 17/5/11      | 3,000,000  |

\* Option period commenced from the date of grant and terminating ten years thereafter.

No options granted pursuant to the Pre-IPO Share Option Scheme and Share Option Scheme had been exercised as at 31 March 2002.

The options may be exercised at any time within the option period provided that the options have been vested.

Note 1:

| Commencement date when the options shall vest and be exercisable: | Percentage of options exercisable by each grantee in respect of options granted |
|---|---|
| (a) the date falling six months from 18th May 2001                | 10%   |
| (b) the date falling six months from the date in (a)              | 10%   |
| (c) the date falling six months from the date in (b)              | 10%   |
| (d) the date falling six months from the date in (c)              | 20%   |
| (e) the date falling six months from the date in (d)              | 20%   |
| (f) the date falling six months from the date in (e)              | 20%   |
| (g) the date falling six months from the date in (f)              | 10%   |

Note 2:

| Commencement date when the options shall vest and be exercisable: | Percentage of options exercisable by each grantee in respect of options granted |
|---|---|
| (a) the date falling six months from 18th May 2001                | 10%   |
| (b) the date falling six months from the date in (a)              | 20%   |
| (c) the date falling six months from the date in (b)              | 20%   |
| (d) the date falling six months from the date in (c)              | 20%   |
| (e) the date falling six months from the date in (d)              | 20%   |
| (f) the date falling six months from the date in (e)              | 10%   |

Save as disclosed above, as at 31st March 2002, none of the Directors was interested in the equity securities of the Company or any of its associated corporations and none of the Directors or his spouse or children under 18 years of age had been granted or exercised any right to subscribe for such equity securities during the year.

### SUBSTANTIAL SHAREHOLDERS

At 31st March 2002, the register of substantial shareholders maintained pursuant to Section 16(1) of the SDI Ordinance showed that the Company had been notified of the following interests, being 10% or more of the Company's issued share capital.

|  | Number of shares held as at 31st March 2002 |
|--|---|
| Mr. Poon Jing                              | 1,499,007,800                               |
| Teddington Holdings Limited ("Teddington") | 792,829,080                                 |

Teddington is controlled by Mr. Poon Jing and the interests held by it are included in Mr. Poon Jing's corporate interests disclosed under the heading "Directors' interests in Equity Securities" above.

### SHARE OPTION SCHEMES

#### Company

The Company has a share option scheme which was adopted on 28th August 1996 whereby options may be granted to employees of the Group including the executive directors, to subscribe for shares of the Company. The Share Option Scheme is designed to act as an incentive to employees of the Group. It will expire on 17th September 2006. The maximum number of shares in respect of options which may be granted under the Share Option Scheme may not exceed 10% of the issued share capital of the Company in issue from time to time (but excluding the shares issued under the Share Option Scheme). The maximum entitlement of each participant is 25% of the aggregate number of shares issued or issuable under the Share Option Scheme. The exercise price was the higher of (a) the nominal amount of a share and (b) not less than 80% of the arithmetical average of the closing price of a share on the Stock Exchange on each of the five trading days immediately preceding the date of the offer of an option. The cash consideration to be paid for each grant of option is HK\$10.

In accordance with Chapter 17 (Share Schemes) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”), with effective from 1st September 2001, the listed issuers could grant further share options under their existing schemes at exercise prices of at least the higher of the closing price of the shares on the date of grant and the average closing price of the shares for the five business days immediately preceding the date of grant.

At 31st March 2002, the directors and employees of the Company had the following interest in options to subscribe for shares of the Company:

|           | The options outstanding |
|-----------|-------------------------|
| Directors | 60,000,000              |
| Employees | 202,500,000             |

Notes:

1. No options have been granted, cancelled, lapsed or exercised during the year.
2. All options are exercisable at any time on or before 13th February 2010 at an exercise price of HK\$0.3466 per share.

### Subsidiaries

- (a) Asia Standard adopted a Share Option Scheme on 23rd December 1991 whereby options may be granted to its employees including the executive directors, to subscribe for shares of Asia Standard. The Share Option Scheme is designed to act as an incentive to its employees. It has expired on 22nd January 2002. The maximum number of shares in respect of options may be granted under the Share Option Scheme may not exceed 10% of the issued share capital of Asia Standard in issue from time to time (but excluding the shares issued under the Share Option Scheme). The maximum entitlement of each participant is 25% of the aggregate number of shares in issued or issuable under the Share Option Scheme. The exercise price was the higher of (a) the nominal amount of a share and (b) 80% of the arithmetical average of the closing price of a share on the Stock Exchange on each of the five trading days immediately preceding the date of the offer of an option. The cash consideration to be paid for each grant of option is HK\$10.

In accordance with Chapter 17 (Share Schemes) of the Listing Rules, with effect from 1st September 2001, the listed issuers could grant further share options under their existing schemes at exercise prices of at least the higher of the closing price of the shares on the date of grant and the average closing price of the shares for the five business days immediately preceding the date of grant.

At 31st March 2002, there were 1,750,000 outstanding options were granted to a director at the exercise price of HK\$0.384. The options are exercisable at any time on or before 27th March 2005.

No options have been granted, cancelled, lapsed or exercised during the year.

- (b) Asia Standard Hotel has a Share Option Scheme which was adopted on 24th May 2000 whereby options may be granted to its employees including the executive directors, to subscribe for shares of Asia Standard Hotel. The Share Option Scheme is designed to act as an incentive to its employees. It will expire on 24th May 2010. The maximum number of shares in respect of options may be granted under the Share

Option Scheme may not exceed 10% of the issued share capital of Asia Standard Hotel in issue from time to time (but excluding the shares issued under the Share Option Scheme and shares which would have been issued under the options but cancelled). The maximum entitlement of each participant is 25% of the aggregate number of shares issued or issuable under the Share Option Scheme. The exercise price was the higher of (a) the nominal amount of a share and (b) to the extent as may be permitted under the Listing Rules, not less than 80% of the arithmetical average of the closing price of a share on the Stock Exchange on each of the five trading days immediately preceding the date of the offer of an option. The cash consideration to be paid for each grant of option is HK\$1.

In accordance with Chapter 17 (Share Schemes) of the Listing Rules, with effect from 1st September 2001, the listed issuers could grant further share options under their existing schemes at exercise prices of at least the higher of the closing price of the shares on the date of grant and the average closing price of the shares for the five business days immediately preceding the date of grant.

No option has been granted under the Share Option Scheme.

## **PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES**

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

## **PRE-EMPTIVE RIGHTS**

No pre-emptive rights exist in Bermuda in respect of the Company's share capital.

## **MANAGEMENT CONTRACTS**

No 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.

## **MAJOR CUSTOMERS AND SUPPLIERS**

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

|  |       |
|--|-------|
| Percentage of purchases attributable to the Group's largest supplier       | 26.6% |
| Percentage of purchases attributable to the Group's five largest suppliers | 48.7% |
| Percentage of sales attributable to the Group's largest customer           | 2.7%  |
| Percentage of sales attributable to the Group's five largest customers     | 8.7%  |

None of the Directors, their associates, or shareholders, which to the knowledge of the Directors, held any interests in the share capital of the suppliers or customers noted above.

## **CONNECTED TRANSACTIONS**

The following were connected transactions under the Listing Rules:

1. Pursuant to a tenancy agreement made in June 2000, a premise was leased to Qcode Information Technology Limited ("Qcode") at a monthly rental of HK\$94,000 (excluding management charges). The tenancy expired on 14th April 2002. Qcode is a connected party by virtue of it being an associate of the Group.

2. On 6th April 2001, a subsidiary of Asia Standard Hotel acquired the entire issued share capital of JBC Travel Company Limited (“JBC”), a travel agency, at a consideration of HK\$36,000,000, from a company wholly owned by Mr. Poon Jing. Mr. Poon has provided a guarantee to the Group that the net profit before interest and taxation of JBC as stated in the audited accounts of JBC for the year ended 31st March 2002 and 2003 shall not be less than HK\$5,000,000 for each of such respective years.

The net profit before interest and taxation of JBC for the year ended 31st March 2002 was HK\$856,000. Accordingly, Mr. Poon is required to pay an amount equal to the shortfall of HK\$4,144,000 to the Group. Mr. Poon is a connected person by virtue of being a controlling shareholder of the Group. Asia Standard has a 70% interest in Asia Standard Hotel, a separately listed subsidiary.

3. On 7th January 2002, Asia Standard International Capital Limited (“ASICL”), a wholly owned subsidiary of Asia Standard, issued HK\$290 million of five years 7% convertible guaranteed bonds to Westrata Investment Limited (“WIL”). WIL is a connected party by virtue of it being a substantial shareholder of Asia Standard.
4. On 6th March 2002, a wholly owned subsidiary of Asia Standard Hotel acquired from a wholly owned subsidiary of Asia Standard, the entire issued share capital of and all shareholder’s loans to Perfect Wave Limited and Grace Profit Enterprises Limited, which own and operate two franchised restaurants in Hong Kong and Shanghai respectively at a total consideration of HK\$23,975,000.

## CORPORATE GOVERNANCE

During the year, the Company was in compliance with the Code of Best Practice as set out in Appendix 14 of the Listing Rules.

## AUDIT COMMITTEE

The Audit Committee members are Mr. Chan Sze Hung and Mr. Cheung Kwok Wah, Ken. The principal activities of the Audit Committee include the review and supervision of the Group’s financial reporting process and internal controls.

The Audit Committee meets at least twice a year for review of the audited annual accounts and the unaudited interim accounts.

## PROFORMA COMBINED BALANCE SHEET OF AFFILIATED COMPANIES

A proforma combined balance sheet of certain affiliated companies with major financial assistance from the Group and the Group’s attributable interest in these affiliated companies are shown on page 61 pursuant to Practice Note 19 of the Listing Rules.

## AUDITORS

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

On behalf of the Board

**Fung Siu To, Clement**

*Chairman*

HONG KONG, 18th July 2002