



The directors present their report and the audited financial statements of the Company and the Group for the year ended 31 March 2002.

## PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the subsidiaries consisted of investment holding and the manufacture and trading of printed circuit boards. There were no changes in the nature of the Group's principal activities during the year.

## SEGMENT INFORMATION

All of the Group's turnover and results are derived from the manufacture and trading of printed circuit boards and, accordingly, no analysis by activity for the year is presented. An analysis of the Group's turnover by geographical area of its end market for the year ended 31 March 2002 is set out in note 6 to the financial statements.

## RESULTS AND DIVIDEND

The Group's loss for the year ended 31 March 2002 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 27 to 68.

The directors do not recommend the payment of any dividend in respect of the year ended 31 March 2002.

董事會提呈本公司及本集團截至二零零二年三月三十一日止年度之董事會報告書及經審核財務報告。

## 主要業務

本公司之主要業務為投資控股，而附屬公司之主要業務包括投資控股與製造及銷售綫路板。本年度內，本集團之主要業務並無變更。

## 分類資料

由於所有本集團之營業額及業績皆源自製造及銷售綫路板，故此本年度並無呈列按業務劃分之分析。本集團按最終市場之地區劃分截至二零零二年三月三十一日止年度之營業額分析載於財務報告附註6。

## 業績及股息

本集團截至二零零二年三月三十一日止年度之虧損與本公司及本集團於該日之財務狀況載於第27至68頁之財務報告。

董事會建議不宣派截至二零零二年三月三十一日止年度之任何股息。



## SUMMARY OF FINANCIAL INFORMATION

The results and assets and liabilities of the Group for the last five financial years, as extracted from the audited financial statements of the Group and reclassified as appropriate are set out below. The amounts of certain years in the five year summary have been adjusted for the effects of the retrospective changes in accounting policy affecting dividends and goodwill as detailed in notes 2 and 4 to the financial statements.

## 財務資料概要

本集團於過往五個財政年度之業績與資產及負債載列如下，此等資料乃摘錄自本集團之經審核財務報告及適當地重新分類。在五年概要中某些年度涉及股息及商譽之數額，已因應詳列於財務報告附註2及4具追溯性影響之會計政策變更而作出調整。

		For the year ended 31 March 截至三月三十一日止年度				
		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元	2000 二零零零年 HK\$'000 港幣千元	1999 一九九九年 HK\$'000 港幣千元 (Restated) (重列)	1998 一九九八年 HK\$'000 港幣千元 (Restated) (重列)
RESULTS	業績					
Turnover	營業額	<u>181,511</u>	<u>170,729</u>	<u>226,309</u>	<u>513,141</u>	<u>564,574</u>
Profit/(loss) before tax	除稅前溢利／(虧損)	(25,505)	(12,765)	24,715	30,945	26,729
Tax	稅項	—	2,796	(464)	(2,893)	(359)
Profit/(loss) before minority interests	未計少數股東權益前溢利／(虧損)	(25,505)	(9,969)	24,251	28,052	26,370
Minority interests	少數股東權益	—	—	—	(1,430)	(3,335)
Net profit/(loss) attributable to shareholders	股東應佔純利／(虧損)淨額	<u>(25,505)</u>	<u>(9,969)</u>	<u>24,251</u>	<u>26,622</u>	<u>23,035</u>



SUMMARY OF FINANCIAL INFORMATION (Continued)

財務資料概要 (續)

		At 31 March 於三月三十一日				
		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元	2000 二零零零年 HK\$'000 港幣千元 (Restated) (重列)	1999 一九九九年 HK\$'000 港幣千元 (Restated) (重列)	1998 一九九八年 HK\$'000 港幣千元 (Restated) (重列)
ASSETS AND LIABILITIES	資產及負債					
Fixed assets	固定資產	177,811	97,535	86,112	88,989	89,770
Investment properties	投資物業	—	—	—	2,200	3,800
Long term investments	長期投資	5,923	18,424	—	41	761
Goodwill	商譽	—	—	—	—	2,728
Deferred tax assets	遞延稅項資產	—	—	—	—	10
Current assets	流動資產	78,440	113,612	159,930	147,087	211,680
Total assets	總資產	262,174	229,571	246,042	238,317	308,749
Current liabilities	流動負債	96,832	58,034	64,914	65,624	147,696
Long term liabilities	長期負債	23,923	8,023	189	2,488	4,267
Deferred tax liabilities	遞延稅項負債	—	—	2,796	2,332	—
Total liabilities	總負債	120,755	66,057	67,899	70,444	151,963
Minority interests	少數股東權益	—	—	—	—	4,690
Net assets employed	資產淨值	141,419	163,514	178,143	167,873	152,096



## FIXED ASSETS

Details of movements in the fixed assets of the Group during the year are set out in note 13 to the financial statements.

## SHARE CAPITAL AND SHARE OPTIONS

Details of the Company's share capital and movement in share options during the year, together with the reason therefor, are set out in note 23 to the financial statements.

## PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's by-laws or the Laws of Bermuda which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

## RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 24 to the financial statements.

## DISTRIBUTABLE RESERVES

At 31 March 2002, the Company's reserves available for cash distribution and distribution in specie were HK\$14,262,000 (2001: HK\$26,875,000). In addition, the Company's share premium account in the amount of HK\$90,038,000 (2001: HK\$90,038,000) may be distributed in the form of fully paid bonus shares.

## 固定資產

本集團固定資產之變動詳情，載於財務報告附註13。

## 股本及股票期權

本公司股本之詳情及股票期權在本年度內之變動及其原因，載於財務報告附註23。

## 優先購買權

本公司之公司細則或百慕達法例並無任何優先購買權之規定。優先購買權是指本公司在發售新股時必須按現有股東之持股比例向彼等配售新股。

## 儲備

本年度內本公司及本集團之儲備變動詳情，載於財務報告附註24。

## 可分派儲備

於二零零二年三月三十一日，本公司可作現金及實物分派之儲備為港幣14,262,000元（二零零一年：港幣26,875,000元）。此外，本公司之股份溢價賬數額港幣90,038,000元（二零零一年：港幣90,038,000元）可以繳足紅股方式分派。



## MAJOR SUPPLIERS AND CUSTOMERS

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

a. Percentage of purchases attributable to:	
– the largest supplier	17%
– the five largest suppliers	55%
b. Percentage of sales attributable to:	
– the largest customer	24%
– the five largest customers	68%

Save as disclosed under the headings "Connected transactions", none of the directors of the Company, or any of their associates, or any shareholders (which, to the best knowledge of the directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the five largest suppliers and customers.

## DIRECTORS

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

### Executive directors:

Chan Sik Ming, Harry	
Lau Wing Hung	
Lo Sun Wah	
Motofumi Tsumura	
Hiroto Sasaki	(Appointed on 30 October 2001)
Teruo Amada	(Appointed on 30 October 2001)
Sum Kwong Yip, Derek	(Resigned on 30 October 2001)

## 主要供應商及客戶

主要供應商及客戶佔本集團採購額及銷售額之百分比如下：

a. 佔採購額之百分比：	
– 最大供應商	17%
– 五大供應商	55%
b. 佔銷售額之百分比：	
– 最大客戶	24%
– 五大客戶	68%

撇除在「關連交易」當中披露之情況後，各董事、彼等之聯繫人士及據董事會所知擁有本公司股本5%以上之股東，概無擁有五大供應商及客戶之任何實質權益。

## 董事

本年度內及截至本報告書刊發日期止本公司之董事如下：

### 執行董事

陳錫明	
劉學宏	
勞新華	
津村元史	
佐佐木弘人	(二零零一年十月三十日委任)
天田晃雄	(二零零一年十月三十日委任)
岑廣業	(二零零一年十月三十日辭任)



## DIRECTORS (Continued)

### Independent non-executive directors:

Taro Akashi

Kohu Kashiwagi

In accordance with bye-law 99A of the Company's bye-laws, Lo Sun Wah and Motofumi Tsumura retire by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

In accordance with bye-law 102 of the Company's bye-laws, Hiroto Sasaki and Teruo Amada retire and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

## DIRECTORS' SERVICE CONTRACTS

No director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation other than by statutory obligation.

## DIRECTORS' INTERESTS IN CONTRACTS

No director had a material beneficial interest, whether direct or indirect, in any material contract to which the Company or any of its subsidiaries was a party during the year.

## SHARE OPTION SCHEME

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include the directors and employees of the Company and its subsidiaries. The Scheme was approved and became effective on 18 February 2000 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

## 董事 (續)

### 獨立非執行董事

明石太郎

柏木紘宇

根據本公司之公司細則第九十九A條，勞新華及津村元史輪值告退，惟彼等願於應屆股東週年大會上膺選連任。

根據本公司之公司細則第一百零二條，佐佐木弘人及天田晃雄告退，惟彼等願於應屆股東週年大會上膺選連任。

## 董事之服務合約

擬於應屆股東週年大會上膺選連任之各董事與本公司所訂立之服務合約概可由本公司於一年內終止而毋須作出賠償，惟法定賠償除外。

## 董事於合約中之權益

本年度內，各董事概無於本公司或其任何附屬公司所訂立之任何重大合約中，直接或間接擁有重大實質權益。

## 股票期權計劃

本公司設立股票期權計劃（「該計劃」）作為獎賞對本集團之營運有貢獻之合資格人士。該計劃合資格人士包括本公司及其附屬公司之董事及僱員。該計劃於二零零零年二月十八日通過及生效，除非經另行取消或修訂，該計劃將從該日起十年內一直生效。



### SHARE OPTION SCHEME (Continued)

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time, excluding any shares issued pursuant to the Scheme and the preceding share option scheme expiring on 8 January 2000. At 31 March 2002, the number of shares issuable under share options granted under the Scheme was 19,050,000, which represented approximately 4.1% of the Company's shares in issue as at that date. The maximum number of shares issuable under share options to each eligible participant in the Scheme is limited to 25% of the aggregate number of shares for the time being issued and issuable under the Scheme.

Certain directors were granted options under the Company's share option scheme to subscribe for shares in the Company, the details of which are as follows:

### 股票期權計劃 (續)

根據該計劃准許授予之股份期權最高數目相等於本公司於任何時間已發行股份百分之十，但上文提及之但已發行股份並不包括根據該計劃及已於二零零零年一月八日到期之前一個股票期權計劃所發行之股份。於二零零二年三月三十一日，該計劃授出之股票期權可認購之股份為19,050,000股，佔本公司於該日期已發行股份4.1%。該計劃每一位合資格人士最高獲授予股票期權之數目為根據該計劃當時已發行及可發行股份總數百分之二十五。

本公司若干董事在本公司之股票期權計劃下獲授予認購本公司股份之期權，詳情如下：

Name of director	董事姓名	At 1 April 2001 於二零零一年 四月一日	Number of share options 股票期權數目			At 31 March 2002 於二零零二年 三月三十一日
			Granted during the year 在本年內 獲授予	Exercised during the year 在本年內 行使	Lapsed during the year 在本年內 失效	
Chan Sik Ming, Harry	陳錫明	6,000,000	—	—	—	6,000,000
Lau Wing Hung	劉學宏	6,000,000	—	—	—	6,000,000
Lo Sun Wah	勞新華	2,000,000	—	—	—	2,000,000
Sum Kwong Yip, Derek	岑廣業	1,000,000	—	—	(1,000,000)	—
		15,000,000	—	—	(1,000,000)	14,000,000
<b>Other employees</b>	<b>其他僱員</b>					
In aggregate	合計	5,500,000	—	—	(450,000)	5,050,000
		20,500,000	—	—	(1,450,000)	19,050,000



### SHARE OPTION SCHEME (Continued)

The share options outstanding as at 31 March 2002 are exercisable during the period from 2 March 2000 to 1 March 2005 at an exercise price of HK\$0.50 per share, subject to adjustment.

According to the terms of the Scheme, the option shall lapse after three months following the date the grantee ceased to be an employee or a director of the Company.

After the adoption of the amended Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") with effect on 1 September 2001, certain terms of the Scheme need to be amended in order to comply with the new requirements under Chapter 17 of the Listing Rules. During the year, no options were granted under the Scheme after Chapter 17 of the Listing Rules became effective.

### DIRECTORS' INTERESTS IN THE SECURITIES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

At 31 March 2002, the interests of the directors and their associates in the securities of the Company and its associated corporations, as recorded in the register required to be kept pursuant to Section 29 of the Securities (Disclosure of Interests) Ordinance ("SDI Ordinance"), were as follows:

#### Share capital

Name of director	董事姓名	Number of shares of HK\$0.10 each of the Company 本公司每股面值港幣0.10元股份數目		
		Personal interests 個人權益	Other interests 其他權益	Total interests 合計權益
Chan Sik Ming, Harry	陳錫明	34,480,000	48,754,417 (Note) (附註)	83,234,417
Lau Wing Hung	劉學宏	68,078,000	—	68,078,000

### 股票期權計劃 (續)

於二零零二年三月三十一日，尚未行使之股票期權可由二零零零年三月二日至二零零五年三月一日期間按每股港幣0.5元（惟可適當調整）認購本公司之股份。

根據該計劃之條款，股份期權將於獲授予人不再為本公司董事或僱員之日起三個月後失效。

在聯交所上市規則經修訂之第十七章被通過及從二零零一年九月一日起生效以後，該計劃中某些條款需要修訂以符合上市規則第十七章之新規定。在上市規則經修訂之第十七章生效以後，本公司於本年內並無授予股票期權。

### 董事於本公司及其聯繫公司之證券權益

於二零零二年三月三十一日，依據證券（公開權益）條例（「公開權益條例」）第二十九條本公司須保存之登記冊所載，董事及彼等之聯繫人士持有本公司及其聯繫公司之證券權益如下：

#### 股本





DIRECTORS' INTERESTS IN THE SECURITIES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (Continued)

Note: Chan Sik Ming, Harry and his family are the objects of a discretionary trust which has appointed Earnwell Limited as its trustee. At the balance sheet date, Earnwell Limited held 48,754,417 shares representing approximately 10% of the issued share capital of the Company.

SUBSTANTIAL SHAREHOLDERS

At 31 March 2002, the following interests of 10% or more of the share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 16(1) of the SDI Ordinance:

Name 姓名		Number of shares 股份數目	Percentage 百分比
Lau Wing Hung	劉學宏	68,078,000	15
Daisho Denshi Co., Ltd.	大昌電子株式會社	50,000,000	11
Earnwell Limited		48,754,417	10
Easy Gain Limited		47,984,416	10

Save as disclosed herein, no person had registered an interest in the share capital of the Company that was required to be recorded under Section 16(1) of the SDI Ordinance.

董事於本公司及其聯繫公司之證券權益 (續)

附註：陳錫明及其家屬為一全權信託基金之受益人，而該基金委任Earnwell Limited為其信託人。於結算日，Earnwell Limited持有股份48,754,417股，約佔本公司已發行股本10%。

主要股東

於二零零二年三月三十一日，依據公開權益條例第十六(一)條本公司須保存之權益登記冊所載，持有本公司股本10%或以上權益之股東如下：

除本文披露者外，概無任何人士持有根據公開權益條例第十六(一)條須予以記錄之本公司股本權益。



## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Apart from as disclosed under the headings "Share option scheme" above, at no time during the year were rights to acquire benefits by means of acquisition of shares in or debentures of the Company granted to any director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year, there was no purchase, sale or redemption by the Company or any of its subsidiaries of the Company's listed securities.

## CONNECTED TRANSACTIONS

On 4 October 2001, Daisho Denshi Co., Ltd. ("Daisho Denshi") became a substantial shareholder of the Company and a connected person of the Company under the Listing Rules.

Transactions between the Group and Daisho Denshi and its subsidiaries (collectively known as "Daisho Denshi Group") constitute connected transaction under the Listing Rules. From the period 4 October 2001 to 31 March 2002 (the "Period"), the transactions entered into between the Group and the Daisho Denshi Group for the sale of printed circuit boards (the "Sales") amounted to approximately HK\$17 million.

In a special general meeting of the Company on 18 December 2001, an ordinary resolution was passed to approve the above connected transactions. The Company had been granted a waiver by The Stock Exchange of Hong Kong Limited (the "Stock Exchange") from strict compliance with the requirements of Chapter 14 of the Listing Rules.

## 董事購買股份或債券之權利

除上文「股票期權計劃」披露者外，本年度內任何時間，本公司或其任何附屬公司概無參與任何安排，使本公司之董事、彼等之配偶或未滿十八歲子女可透過購買本公司或任何其他法人團體之股份或債券而獲益。

## 購回、出售或贖回上市證券

本年度內，本公司或其任何附屬公司概無購回、出售或贖回本公司之上市證券。

## 關連交易

於二零零一年十月四日，大昌電子株式會社（「大昌電子」）成為本公司之主要股東，而根據上市規則，大昌電子屬於本公司之關連人士。

根據上市規則，本集團與大昌電子及其附屬公司（統稱「大昌電子集團」）進行之交易構成為本公司之關連交易，從二零零一年十月四日至二零零二年三月三十一日止（「該期間」），本集團與大昌電子集團進行銷售綫路板之交易（「該銷售」）金額約為港幣一仟七百萬。

以上關連交易於二零零一年十二月十八日在股東特別大會上以普通決議案通過，香港聯合交易所有限公司（聯交所）已豁免本公司嚴格遵守上市規則第14章之規定。



### CONNECTED TRANSACTIONS (Continued)

The independent non-executive directors of the Company have reviewed the Sales for the Period and confirmed to the board that, in their opinion,

- (i) the Sales had been conducted in the ordinary and usual course of the Group's business;
- (ii) the Sales were on normal commercial terms and on terms that were fair and reasonable so far as the shareholders of the Company were concerned; and
- (iii) the aggregate value of the Sales did not exceed 40% of the total turnover of the Group for the Period.

However, the independent non-executive directors of the Company were unable to confirm the Sales were on pricing no less favourable than pricing available to independent third parties as each of the models of printed circuit boards produced was unique and tailor-made to the customers' specific requirements and specifications.

### POST BALANCE SHEET EVENTS

Details of the significant post balance sheet events of the Group are set out in note 29 to the financial statements.

### 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, throughout the financial year, except that the independent non-executive directors of the Company are not appointed for specific terms as required by paragraph 7 of the Code and 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.

### 關連交易 (續)

本公司獨立非執行董事已審閱在該期間之該銷售，並向董事會確認據彼等意見：

- (i) 該銷售乃按照本集團日常業務過程中進行；
- (ii) 該銷售乃按照一般商業條款及按照對股東而言乃屬公平及合理之條款進行；
- (iii) 該銷售總金額不超過本集團於該期間之總營業額百分之四十。

然而由於每一款綫路板皆獨一無二及根據客戶個別之要求及規格而生產，本公司獨立非執行董事未能確認該銷售之訂價是否按照對股東而言並不遜於給予獨立第三者之訂價進行。

### 結算日後事項

結算日後重要事項之詳情，載於財務報告附註29。

### 最佳應用守則

本公司獨立非執行董事之委任並非按香港聯合交易所有限公司上市規則附錄十四所載之最佳應用守則第7段必須有指定年期之規定，而是按本公司之公司細則於本公司之股東週年大會上輪值告退及膺選連任。除此以外，董事會認為本公司在本財政年度內一直遵守最佳應用守則。



## AUDIT COMMITTEE

The Company has an audit committee which was established in accordance with the requirements of the Code of Best Practice, for the purposes of reviewing and providing supervision over the Group's financial reporting process and internal controls. The audit committee comprises the two independent non-executive directors of the Company.

## AUDITORS

Ernst & Young retire and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming annual general meeting.

ON BEHALF OF THE BOARD

Chan Sik Ming, Harry  
*Chairman*

Hong Kong  
25 July 2002

## 審核委員會

本公司之審核委員會乃根據最佳應用守則規定而成立，其主要目的為檢討及監督本集團之財務報告過程及內部監控，審核委員會由本公司兩位獨立非執行董事組成。

## 核數師

安永會計師事務所任滿告退，續聘該公司為本公司核數師之決議案將於應屆股東週年大會上提呈。

承董事會命

陳錫明  
*主席*

香港  
二零零二年七月二十五日