

董事公佈本集團截至二零零二年十二月三十一日止年度之業績如下：

The Directors announce that the results of the Group for the year ended 31st December, 2002 were as follows:-

業務業績

BUSINESS RESULTS

		截至十二月三十一日止年度	
		For the Year Ended 31st December,	
		2002	2001
		港幣千元	港幣千元
		HK\$'000	HK\$'000
營業額	Turnover	1,808,752	2,221,624
利息收入	Interest income	28,741	119,789
其他經營收益	Other operating income	16,584	17,335
製成品及在製品存貨之變動	Changes in inventories of finished goods and work-in-progress	21,389	(22,420)
所使用之原料及消耗品	Raw materials and consumables used	(1,432,169)	(1,778,483)
員工成本	Staff costs	(170,571)	(185,658)
折舊及攤銷支出	Depreciation and amortisation expenses	(59,708)	(72,599)
投資物業公平價值之減少	Decrease in fair value of investment properties	(700)	(2,248)
持有投資證券未實現之淨收益(虧損)	Net unrealised holding gain (loss) on investments in securities	1,292	(2,291)
出售投資證券(虧損)收益	(Loss) gain on disposal of investments in securities	(62)	213
租賃物業減值虧損	Impairment loss recognised in respect of leasehold properties	(1,140)	(7,345)
其他經營支出	Other operating expenses	(148,785)	(170,335)
經營溢利	Profit from operations	63,623	117,582
融資成本	Finance costs	(10,394)	(34,580)
出售聯營公司權益之虧損	Loss on disposal of interests in associates	(234)	-
應佔聯營公司業績	Share of results of associates	3,350	1,466
墊支予聯營公司貸款之準備	Allowance for loan advanced to associates	(12,500)	(44,884)
出售已終止業務之溢利(附註1)	Profit on disposal of discontinuing operations (Note 1)	-	38,756
一間附屬公司私有化之溢利(附註2)	Profit on privatisation of a subsidiary (Note 2)	-	43,032
除稅前溢利	Profit before taxation	43,845	121,372
稅項(附註3)	Taxation (Note 3)	(10,278)	(9,838)
除少數股東權益前溢利	Profit before minority interests	33,567	111,534
少數股東權益	Minority interests	207	(21,500)
本年度純利	Net profit for the year	33,774	90,034
股息	Dividends	1,358,744	247,487
每股盈利(附註4)	Earnings per share (Note 4)		
基本	Basic	港幣HK\$0.07元	港幣HK\$0.19元
攤薄	Diluted	港幣HK\$0.07元	港幣HK\$0.19元

業務業績 (續)

附註：

1. 本集團已於二零零零年八月十七日完成向一名獨立人士出售其印刷電路板業務(「出售」)。本公司從出售之應佔溢利經扣除少數股東權益港幣201,819,000元後之港幣581,943,000元於二零零零年入賬。二零零零一年度之出售已終止業務溢利指就出售於二零零零一年所收額外花紅款項及所作若干價格調整。
2. 一間附屬公司私有化之溢利指私有 Wong's Circuits (Holdings) Ltd(於二零零零一年十一月完成)所收購資產淨額與支付予公眾股東之款項及產生之支出之差額。
3. 香港利得稅乃就年內本集團各成員公司於香港之估計應課稅溢利按稅率16%(二零零零一年：16%)撥備。海外附屬公司及聯營公司所得稅已按有關當地法律作撥備。遞延稅項已採用負債法按一切重大時差作撥備，預期不會於可見未來變現者則除外。
4. 每股基本及攤薄盈利乃根據股東應佔溢利港幣33,774,000元(二零零零一年：港幣90,034,000元)及以下數額計算：

BUSINESS RESULTS (Continued)

Notes:

1. The Group completed the sale of its printed circuit board business to an independent party ("Disposal") on 17th August 2000. Profits attributable to the Company from the Disposal in the amount of HK\$581,943,000 after deducting the minority interests of HK\$201,819,000 were booked in 2000. Profit on disposal of discontinued operations represents an additional bonus payment received and some price adjustments booked in 2001 in relation to the Disposal.
2. Profit on privatisation of a subsidiary represents the excess of net assets acquired over the proceeds paid to public shareholders and expenses incurred in the privatisation of Wong's Circuits (Holdings) Ltd, which was completed in November, 2001.
3. Hong Kong Profits Tax has been provided for at 16% (2001: 16%) on the estimated assessable profits for the year of each member of the Group in Hong Kong. Taxation on profits of overseas subsidiaries and associated companies has been provided in accordance with the relevant local laws. Deferred taxation has been provided, using the liability method, on all significant timing differences, other than those which are not expected to crystallize in the foreseeable future.
4. The calculation of the basic and diluted earnings per share is based on the profit attributable to shareholders of HK\$33,774,000 (2001: HK\$90,034,000) and the following data:

		2002	2001
計算每股基本盈利之普通股 加權平均數	Weighted average number of ordinary shares for the purposes of basic earnings per share	466,921,794	466,901,246
對普通股造成之潛在攤薄影響： 購股權	Effect of dilutive potential ordinary shares: Options	-	1,311,060
計算每股攤薄盈利之普通股 加權平均數	Weighted average number of ordinary shares for the purposes of diluted earnings per share	466,921,794	468,212,306





股息

於二零零二年十月，本公司已支付中期股息港幣2.01元（二零零一年：港幣0.03元），其中包括特別中期股息港幣2.00元（二零零一年：無）。鑑於自二零零零年出售印刷電路板業務後本集團持有大量現金盈餘，而目前亦缺乏適合的投資機會，故董事現建議於二零零三年五月三十日（星期五）派付末期股息共每股港幣0.90元，包括末期股息每股港幣0.02元及特別末期股息每股港幣0.88元予二零零三年五月二十日（星期二）名列於股東名冊之股東。

業務回顧

本集團之營業額及經營溢利與二零零一年度相比，分別下跌18.6%及45.9%。營業額下降主要是由於電子製造服務部門（「EMS部門」），前稱電子產品裝配部門的銷售額減少，而溢利下降主要是由於利息收入減少所致。

DIVIDENDS

In October 2002, the Company paid an interim dividend of HK\$2.01 (2001: HK\$0.03) which included a special interim dividend of HK\$2.00 (2001: nil). In view of the lack of suitable investment opportunities for the substantial amount of surplus cash held by the Group as a result of the sale of the Printed Circuit Board Business in 2000, the Directors now recommend the payment of final dividend totalling HK\$0.90 per share comprising a final dividend of HK\$0.02 per share and a special final dividend of HK\$0.88 per share on Friday, 30th May, 2003 to the shareholders on the Register of Members on Tuesday, 20th May, 2003.

REVIEW OF BUSINESS ACTIVITIES

The Group's turnover and profit from operations decreased by 18.6% and 45.9% respectively compared to 2001. The turnover decline was mainly caused by a decrease in sales of the Electronic Manufacturing Service Division ("EMS Division"), previously known as the Electronic Products Assembly Division, while the reduction in profits is mainly attributable to reduced interest income.

業務回顧 (續)

與二零零一年度相比，EMS部門的營業額下跌21%，原因是全球經濟放緩，以及一位客戶於二零零一年下半年度終止手提電話的生產。儘管如此，藉著改善營運效率以及減低成本及開支，該部門的除稅前溢利增加39.5%。於回顧年度內，該部門在中國蘇州建造的新製造設施經已落成，亦對位於墨西哥墨西卡利的設施作出重大改善，其位於深圳沙井的廠房更於二零零二年六月獲得QS 9000證書。為提高競爭力，EMS部門加強重點向客戶提供增值工程服務，此策略有助該部門獲取新的策略性客戶。

於回顧年度內BroadMax Technologies，即本集團的原寬頻通訊開發及市場推廣部門，繼續全力推廣及銷售Asymmetric Digital Subscriber Line (ADSL) Customer Premises Equipment (CPE)調制解調器，並於二零零二年下半年開始向美國一位策略性客戶交付高數量的產品，該部門亦與中國若干知名OEM客戶建立業務。由於全球電訊市場疲弱以及來自台灣的激烈競爭，該部門於二零零二年度的銷售收益只有約港幣40,000,000元，與二零零一年度相比，經營業績並無改善。

於二零零二年，香港住宅物業市場依然呆滯。本集團就一間聯營公司所承擔的九龍塘物業發展項目作出港幣12,500,000元的額外撥備，以使該項目的賬面淨值更貼近其市值，至於在半山的物業項目，其中大部份未售出的單位已按理想的租金出租，董事認為無需就此項目作出額外撥備。

財務

於二零零二年十二月三十一日，本集團之現金存款超過其銀行借貸約港幣231,000,000元。本集團之備考資本及銀行債務淨額與資本比率(假設二零零二年度末期股息每股港幣0.90元於年結日派付)分別為港幣595,000,000元及31.8%。董事滿意此水平的負債比率，並預期本集團的資本回報將會因而大幅提升。

REVIEW OF BUSINESS ACTIVITIES (Continued)

The turnover of the EMS Division fell by 21% compared to 2001 due to the sluggishness of the global economy and the termination of the production of mobile phones by a customer in the second half of 2001. Nevertheless, as a result of improvements in operational efficiency and reduction of cost and expenses, the Division's profit before taxation increased by 39.5%. During the year under review, the Division completed the construction of its new manufacturing facility in Suzhou, China and made considerable improvements to its facility in Mexicali, Mexico. In June 2002, its factory in Shajin, Shenzhen obtained QS 9000 certification. In order to enhance its competitiveness, the Division increased its emphasis on the provision of value engineering services to customers and this strategy has helped the Division to acquire new strategic customers.

During the year under review, BroadMax Technologies, the Original Broadband Communication Development and Marketing Division of the Group, continued its efforts to market and sell Asymmetric Digital Subscriber Line (ADSL) Customer Premises Equipment (CPE) modems. Volume delivery to a strategic customer in the United States began in the second half of 2002. The Division also established businesses with several reputable OEM customers in China. Due to the weak global telecommunication market and strong competition from Taiwan, the Division's sales revenue for 2002 was only about HK\$40 million and there was no improvement in operating results when compared to 2001.

In 2002, the residential property market in Hong Kong continued to be very slow. In relation to the property development project in Kowloon Tong, which was undertaken by an associated company, the Group had made an additional provision of HK\$12.5 million to bring the project's net book value more in line with its market value. As to the project in the Mid-levels, a large portion of the unsold units have been leased out at satisfactory rental rates and the Directors do not deem it necessary to make additional provision in respect of the Project.

FINANCE

As at 31st December, 2002, the Group's cash deposits exceeded its bank borrowings by HK\$231 million. The Group's pro forma equity and net bank debt to equity ratio assuming the 2002 final dividend of HK\$0.90 per share was paid on the year-end date are HK\$595 million and 31.8% respectively. The Directors are comfortable with this level of gearing and expect that the Group's return to equity will improve considerably as a result.

資本結構

自二零零一年十二月三十一日以來，本集團之資本結構並無重大變動。

僱員

於二零零二年十二月三十一日，本集團聘用約3,950名僱員（二零零一年：2,750名），其中約2,700名（二零零一年：1,800名）受僱為工人。除提供年終花紅、醫療及人壽保險外，本集團亦會因應僱員之表現提供內部及外間培訓計劃、酌情花紅及購股權。本集團之酬金政策及福利計劃會不時檢討。

前景

由於客戶訂單增加，其中包括年內新增客戶的訂單，EMS部門二零零二年下半年度的營業額與二零零二年上半年度相比，上升約18.4%。除不可預見的情況，例如現時中東局勢引致的不明朗因素外，就預期的客戶業務而言，董事對EMS部門二零零三年度的業務前景感到樂觀，預期二零零二年新增的客戶可於二零零三年為該部門的業務帶來正面影響。蘇州的新廠房於二零零三年一月投產後亦預期為該部門帶來增長；該新廠房位處於具策略性優勢的長江三角洲，它是中國其中一個最前線及增長最迅速的製造工業區，並且鄰近多名大客戶。

BroadMax Technologies將加強其於中國及美國的銷售，並致力拓展其他市場，如日本、歐洲、東南亞及拉丁美洲。BroadMax Technologies將集中開發性能更佳而成本較低的新型號，以及改善其供應線的效能，以減低產品成本。此外，BroadMax Technologies將會把其產品開發工作集中於深圳的廠房進行，以便減低成本，並可對中國市場的發展作出更迅速的反應。董事深信，於全球電訊市場復甦後，該部門長遠而言可為本集團的業務提供更大貢獻。

CAPITAL STRUCTURE

There has been no material change in the capital structure of the Group since 31st December, 2001.

EMPLOYEES

As at 31st December, 2002, the Group employed approximately 3,950 (2001: 2,750) employees, out of which approximately 2,700 (2001: 1,800) are production workers. In addition to the provision of annual bonuses, medical and life insurances and inhouse and external training programs, discretionary bonuses and share options are also available to employees based on their performance. The remuneration policy and packages of the Group are reviewed from time to time.

PROSPECTS

As a result of an increase in orders from customers including new customers acquired during the year, the EMS Division's turnover for the second half of 2002 increased by about 18.4% compared to the first half of 2002. Barring unforeseen circumstances including the uncertainties caused by the current situation in the Middle East, based on anticipated businesses from customers, the Directors are optimistic about the business prospect of the Division in 2003. The new customers acquired in 2002 are expected to contribute positively to the Division's business in 2003. Another source of growth is expected to be derived from the new plant in Suzhou, which commenced operations in January 2003 and is strategically located in the Yangtze River Delta, one of the foremost and most rapidly growing manufacturing areas in China and near a number of large customers.

BroadMax Technologies will strengthen its sales efforts in China and the United States and endeavour to diversify to other markets, namely Japan, Europe, South-east Asia and Latin America. It will focus on developing new models with better features and lower cost and improving the effectiveness of its supply chain function so as to reduce the cost of its products. It will also centralize its product development work in its facilities in Shenzhen in order to reduce cost and be in a position to respond quickly to the market explosion in China. The Directors are confident that upon the recovery of the global telecommunication market, the Division will make greater contributions to the Group's business in the long term.

前景 (續)

於二零零二年下半年度，本集團成立Emerging Technologies，專注於全球市場的原流動產品開發及市場推廣，預期二零零三年的大部份時間將會從事產品及業務開發工作。董事深信，Emerging Technologies將可於二零零四年為本集團帶來重大的實際貢獻。

本人謹此代表各董事衷心感謝本集團僱員對本集團之忠誠、勤奮及專業服務。本人亦謹此感謝本集團客戶、供應商及業務夥伴一向以來對本集團之信任及支持。

王忠秣
主席

香港，二零零三年四月一日

PROSPECTS (Continued)

During the latter part of 2002, the Group has set up Emerging Technologies to focus on the Original Mobile Product Development and Marketing for the global market. It is expected that most of the year 2003 will be engaged in the product and business development work. The Directors are confident that the major contribution to the Group can be realized in 2004.

On behalf of the Directors, I would like to thank our employees for their loyal, diligent and professional services to the Group. I would also like to thank our customers, suppliers and business partners for their continued confidence in and support for the Group.

WONG CHUNG MAT, BENEDICT
Chairman

Hong Kong, 1st April, 2003