

## CHAIRMAN'S STATEMENT

During the year, Hong Kong's economy continued to experience difficulties, which led to a weak demand for loans. Rising personal bankruptcies, together with high unemployment and declining property and securities prices, also put pressure on the Company's earnings. The outbreak of SARS starting in the first quarter of 2003 has affected the overall business and financial performance of the Group.

Notwithstanding these poor economic factors, this year the Group recorded a turnover of approximately HK\$142,594,000 representing an increase of 135% from HK\$60,685,000 for the previous year. The gain attributable to shareholders for the year ended March 31, 2003 was a historical high of HK\$190,447,000 compared with a loss of HK\$39,708,000 in 2002.

### CREDIT CARD BUSINESS

Credit demand in the consumer finance field continued to fall and industry competition intensified. Due to the high level of personal bankruptcies, the Group's charge for bad and doubtful debts increased sharply by 15.6% to HK\$30,811,000 from HK\$26,646,000 in the previous year. The Credit Card business recorded a turnover of approximately HK\$40,007,000, representing a decrease of 19.5% from 2002.

Nevertheless, I am pleased to report that during the year, we successfully introduced MBf Asia Capital Corporation Holdings Limited ("MBf Asia") as a strategic shareholder of Online Credit Card Limited ("OCCL"). OCCL is the Group's subsidiary that carries on credit card business in Hong Kong as a non-bank standalone card issuer and service provider of MasterCard cards. It is expected that the credit card business will benefit in terms of utilising the knowledge and expertise of MBf Asia in the credit card industry, obtaining information technology support from MBf Asia and assistance from MBf Asia in seeking recognition with VISA International to become one of its licensed credit card issuers.

In July 2003, the Group introduced EnerSave Holdings Limited ("Enersave"), a company listed on the Singapore Exchange Securities Trading Limited as a strategic partner by the shares swap of 24.51% of Enersave with 9% of each of the issued share capital of three subsidiaries, namely OCCL, Online Discount Card Limited and China Credit Card Limited.

The Group is pursuing expansion of its card logistics services into China by promoting tailored, turn-key, full service card issuance, marketing, processing and logistics services to PRC companies, especially financial institutions, such as banks and insurance companies.

## 主席報告

年內，香港經濟仍然陷於困境，貸款需求疲弱。個人破產個案上升，加上失業率高企及物業與證券價格下跌，本公司之盈利備受沉重壓力。二零零三年首季爆發非典型肺炎，本集團整體業務及財務表現均受到影響。

儘管面對此等不利經濟因素，本集團於本年度錄得營業額約142,594,000港元，較去年之60,685,000港元增加135%。截至二零零三年三月三十一日止年度之股東應佔收益創下歷史新高，達190,447,000港元，而二零零二年則為虧損39,708,000港元。

### 信用卡業務

消費財務範疇之信貸需求持續下降，業內競爭趨於白熱化。由於個人破產數字飆升，本集團之呆壞賬開支亦由去年26,646,000港元銳增15.6%至30,811,000港元。信用卡業務錄得營業額約40,007,000港元，較二零零二年下降19.5%。

然而，本人欣然報告，我們於年內成功引入MBf Asia Capital Corporation Holdings Limited (「MBf Asia」) 為本集團附屬公司聯網信用卡有限公司 (「聯網信用卡」) 之策略股東。聯網信用卡於香港從事信用卡業務，為非銀行獨立信用卡發行機構，並為萬事達卡服務供應商。預期信用卡業務將可充分運用MBf Asia於信用卡業之知識及專業經驗，並獲得MBf Asia的資訊科技支援，另於獲取VISA國際授權信用卡發行公司地位方面得到MBf Asia的協助。

於二零零三年七月，本集團引入於Singapore Exchange Securities Trading Limited上市之EnerSave Holdings Limited (「Enersave」) 為策略夥伴，以三間附屬公司聯網信用卡、聯網優惠卡有限公司及China Credit Card Limited各自相當於9%之已發行股本交換Enersave 24.51%股本。

本集團正積極藉向中國公司 (特別是銀行及保險公司等財務機構) 推廣度身訂造之全面信用卡發行、市場推廣、處理及後勤服務，擴展其信用卡後勤服務至中國。

**FINANCIAL AND SECURITIES INVESTMENT**

The Group is cautious in investment and fund management, with the aim to optimise return, safeguard assets and satisfy liquidity requirements. The financial and securities investment division of the Group recorded a turnover of approximately HK\$47,717,000 for the year ended March 31, 2003, representing an increase of 614% from HK\$6,679,000 for the previous year. The financial and securities investment division recorded an operating profit of HK\$201,697,000 as compared to HK\$7,792,000 in 2002. The gain was mainly attributable to the unrealised gain on other investments of HK\$227,330,000 in China Gas Holdings Limited (“China Gas”).

During the year ended, the Group's interest in China Gas was reduced from 52.86% at April 1, 2002 to 26.41% at March 31, 2003 resulting from a series of placing of ordinary shares of China Gas and conversions of preference shares of China Gas. The Group had previously accounted for the investment in China Gas as a subsidiary in prior years. Following the decrease in the Group's interests in China Gas, the Group's interests in China Gas was reclassified to interest in an associate and subsequently to other investments in November 2002 when the Group no longer had the capability to exercise the power to participate in the financial and operating decisions of China Gas.

On March 18, 2003, the Group entered into a conditional share sale agreement with IPCO International Limited (“IPCO”) to dispose of its 320,000,000 ordinary shares of China Gas for a consideration of HK\$304,000,000. The agreement was subsequently lapsed due to the Group's disagreement with readjusting the consideration downward based on the prevailing market conditions as requested by IPCO. The Group is actively seeking international institutions or investors to divest its non-core holdings in China Gas.

**HEALTH CARE**

The Group's investments in Global Med Technologies, Inc. (“Global Med”) continues improve, with the health care business recording a turnover of approximately HK\$51,595,000 and operating profit of approximately HK\$4,116,000.

Global Med is a leading supplier of management information systems to U.S. blood centers. Current clients of Global Med's products and services manage more than 3 million units of blood or over 22% of the U.S. blood supply each year.

Additionally, the American Red Cross conducted a pilot launch of a state-of-the-art transfusion service management information system from Global Med on October 22, 2002. Global Med has also been working closely with the Safe Blood for Africa™ Foundation to provide products, support and services to help establish urgently needed blood services and support throughout sub-Saharan Africa. This project's objective is to help stop the transmission of AIDS through contaminated blood transfusions, in line with the U.S. President Bush's US\$15 billion initiative to help save the lives of AIDS-infected people in Africa and to further help decrease the spread of AIDS in Africa.

**金融及證券投資**

本集團在投資及資金管理方面甚為審慎，以期增加回報、保障資產及配合流動資金需要。本集團的金融及證券投資部門於截至二零零三年三月三十一日止年度錄得約47,717,000港元之營業額，即較去年的6,679,000港元上升614%。金融及證券投資部門錄得經營溢利201,697,000港元，而二零零二年則為7,792,000港元。收益主要來自於中國燃氣控股有限公司（「中國燃氣」）之其他投資之227,330,000港元未變現收益。

年內，連串配售中國燃氣普通股及轉換中國燃氣優先股後，本集團於中國燃氣之權益由二零零二年四月一日之52.86%減至二零零三年三月三十一日之26.41%。本集團以往將於中國燃氣之投資列為附屬公司，隨著本集團於中國燃氣之權益減少，本集團於中國燃氣之權益已重新分類為於聯營公司之權益，後於本集團於二零零二年十一月不能行使權力參與中國燃氣財務及營運決策後再重新分類為其他投資。

於二零零三年三月十八日，本集團與IPCO International Limited（「IPCO」）訂立有條件股份銷售協議，按總代價304,000,000港元出售中國燃氣320,000,000股普通股。然而，由於本集團不同意應IPCO要求，按現行市況調低代價，故該項協議其後已告失效。本集團正積極物色國際機構或投資者，以出售其於中國燃氣之非核心股權。

**保健**

本集團於Global Med Technologies, Inc.（「Global Med」）之投資持續改善，保健業務錄得營業額約51,595,000港元及經營溢利約4,116,000港元。

Global Med為美國輸血中心管理資訊系統供應商中之翹楚。目前使用Global Med產品及服務的客戶每年管理超過3,000,000個單位的血液或美國每年血液供應的22%以上。

此外，於二零零二年十月二十二日，美國紅十字會試用Global Med的先進輸血服務管理資訊系統。Global Med亦與Safe Blood for Africa™ Foundation緊密合作，向非洲撒哈拉沙漠週邊地區提供產品、支援及服務，協助建立緊急血液服務及支援。此項目之目標為遏止愛滋病透過輸血傳播，加上美國總統布殊動用150億美元拯救非洲感染愛滋病人士，望有助制止非洲之愛滋病擴散。

### OUTLOOK

It is our business strategy to continue to focus on the financial and securities investment businesses including corporate finance, consumer finance and the credit card business. We will continue to introduce other reputable strategic partners to create opportunities to enlarge the credit card customer base, enhance the Group's business connections, and build on our brand name and international recognition.

In December 2002, the Company entered into a conditional agreement to acquire 39.51% of the issued capital and 1,050,000 warrants of American Pacific Bank, a licensed bank incorporated in the U.S. with its shares listed on NASDAQ in the U.S. for a consideration of HK\$134 million. The acquisition was approved by the independent shareholders of the Company in May 2003 but is still subject to the approval by relevant government or regulatory authorities in the U.S.

The Group's business direction includes diversification of country risk through the expansion and development of its existing business model of corporate finance, consumer finance and the credit card businesses outside of Hong Kong with a strong focus on Singapore.

The Group maintained a very strong cash position throughout the year and had a cash balance of over HK\$115,265,000 as at March 31, 2003. This advantage, together with the continued growth of our core business and prudent investment strategies, makes us highly competitive in the current depressed economy. We are realistically optimistic about our future. Our business foundation is strong and our strategic partnerships are solid. By effective utilisation of our capital, we will expand and extend our business in the years to come.

In the coming year, the Group will further create greater synergies among the strategic partners in order to maximise its competitive advantages in large scale operations and services.

### APPRECIATION

I would like to thank the members of the Board for their guidance and to extend my appreciation to the management and staff for their continued dedication and hard work.

By Order of the Board  
**CHAN HENG FAI**  
*Managing Chairman*

Hong Kong, August 25, 2003

### 展望

我們之業務策略為繼續著眼於金融及證券投資業務，包括企業財務、消費信貸及信用卡業務。我們將繼續引入其他著名策略夥伴，以製造機會擴大信用卡客戶基礎，提升本集團之業務聯繫及建立我們之品牌及國際知名度。

於二零零二年十二月，本公司訂立有條件協議，收購美國註冊成立之美國納斯達克上市持牌銀行American Pacific Bank 39.51%已發行股本及1,050,000份認股權證，代價為134,000,000港元。該項收購於二零零三年五月獲本公司獨立股東批准，惟仍須待美國有關政府或監管機構批准。

本集團之業務方向包括透過擴大及發展其於香港以外地區之現有企業財務、消費信貸及信用卡業務，以分散國家風險，並以新加坡市場為重點。

本集團年內現金水平維持穩健，於二零零三年三月三十一日，現金結餘超過115,265,000港元。憑藉此優勢加上本公司核心業務持續增長及審慎投資策略，本公司因而能於目前低迷經濟中維持高度競爭力，所以對前景審慎樂觀。本公司之業務基礎穩健，策略夥伴亦具實力。本公司將可於未來藉有效運用資金擴展及擴充其業務。

來年，本集團將於策略夥伴間創造更大協同效益，以提升大規模業務及服務之競爭優勢。

### 致謝

本人謹此對董事會各成員的英明指導以及一直鞠躬盡瘁的管理層及員工致以衷心謝意。

承董事會命  
執行主席  
**陳恒輝**

香港，二零零三年八月二十五日