

REPORT OF THE DIRECTORS

董事會報告書

The directors have pleasure in presenting their report and the audited financial statements for the year ended 30 June 2003.

董事會欣然提呈截至二零零三年六月三十日止年度之經審核財務報表。

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of its subsidiaries, associates and a jointly controlled entity are set out in notes 32, 17 and 18 to the financial statements respectively.

主要業務

本公司之主要業務為投資控股，而其附屬公司、聯營公司及共同控制企業之主要業務則分別詳載於財務報表附註32、17及18。

RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated income statement on page 29.

業績及分派

本集團於本年度之業績載於本年報第29頁之綜合收益賬內。

The directors do not recommend the payment of a final dividend.

董事會不建議派發末期股息。

SEGMENTAL INFORMATION

Details of the segmental information of the Group for the year ended 30 June 2003 are set out in note 3 to the financial statements.

分類資料

本集團截至二零零三年六月三十日止年度之分類資料詳情載於財務報表附註3。

RESERVES

Movements in the reserves of the Group and the Company during the year are set out on page 33.

儲備

有關本集團及本公司儲備於本年度之變動詳情載於第33頁。

DISTRIBUTABLE RESERVES

At 30 June 2003, the Company had no retained profits available for cash distribution. Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus of the Company in the amount of HK\$56,516,000 at 30 June 2003 is only distributable to shareholders in certain circumstances, which the Company is currently unable to satisfy.

可分派儲備

於二零零三年六月三十日，本公司並無保留溢利可供現金分派。根據一九八一年百慕達公司法（經修訂），本公司於二零零三年六月三十日之繳入盈餘56,516,000港元僅可於若干情況下分派予股東，而本公司目前未能合符條件。

REPORT OF THE DIRECTORS

董事會報告書

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year are set out in note 14 to the financial statements.

MAJOR INTERESTS IN PROPERTIES

The Group did not hold any major interests in properties as at 30 June 2003.

BANK AND OTHER BORROWINGS

Details of bank and other borrowings of the Group are set out in note 25 to the financial statements. No interest has been capitalized during the year.

SUBSIDIARIES, ASSOCIATES AND JOINTLY CONTROLLED ENTITIES

Details of the Company's subsidiaries, associates and a jointly controlled entity at 30 June 2003 are set out in notes 32, 17 and 18 to the financial statements respectively.

SHARE CAPITAL

Details of movements in share capital of the Company during the year are set out in note 28 to the financial statements respectively.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the bye-laws of the Company or the laws of Bermuda in relation to issues of new shares by the Company.

PURCHASE, SALE OF REDEMPTION OF THE COMPANY'S SHARES

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

物業、機器及設備

有關本集團於本年度之物業、機器及設備變動詳情載於財務報表附註14。

主要物業權益

截至二零零三年六月三十日，本集團並無持有任何主要物業權益。

銀行貸款及其它借貸

有關本集團之銀行貸款及其它借貸詳情載於財務報表附註25。年內概無利息撥充資本。

附屬公司、聯營公司及共同控制企業

本公司之附屬公司、聯營公司及共同控制企業於二零零三年六月三十日之詳情分別載於財務報表附註32、17及18。

股本

有關本公司之股本變動詳情載於財務報表附註28。

優先認購權

本公司之公司細則或百慕達法例均無涉及發行本公司新股之優先認股權條文。

購買、出售或購回本公司股份

年內本公司或其任何附屬公司概無購買、出售或購回任何本公司之上市股份。

REPORT OF THE DIRECTORS

董事會報告書

FIVE YEARS FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 92.

DIRECTORS

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

Executive directors:

- Mr. Ke Jun Xiang
(became non-executive director on 17 May 2003 and re-appointed on 10 July 2003)
- Mr. Ho Pui Tsun, Peter
(resigned on 17 May 2003 and re-appointed on 10 July 2003)
- Mr. Chang Kin Man
(resigned on 17 May 2003)
- Mr. Shao Wei Hong
- Mr. Hu Yeshan
- Mr. Lam Tang
(resigned on 16 May 2003)
- Mr. Dai Wei
(appointed on 17 May 2003 and resigned on 10 July 2003)
- Mr. Zhang Shu Qing
(appointed on 17 May 2003 and resigned on 10 July 2003)
- Mr. Liu Shun Fai
(appointed on 17 May 2003 and resigned on 10 July 2003)
- Ms. Lee Wing Yin, Jessica
(appointed on 17 May 2003 and resigned on 10 July 2003)
- Mr. Chow Yeung Tuen, Richard
(appointed on 10 July 2003)

五年財務資料概要

本集團於過去五個財政年度之業績及資產與負債之撮要載於第92頁。

董事

本年度截至本報告日期在任之本公司董事如下：

執行董事：

- 柯俊翔先生
(於二零零三年五月十七日成為非執行董事，並於二零零三年七月十日獲重新委任)
- 何佩川先生
(於二零零三年五月十七日辭任，並於二零零三年七月十日獲重新委任)
- 鄭健民先生
(於二零零三年五月十七日辭任)
- 邵偉宏先生
- 胡葉山先生
- 林騰先生
(於二零零三年五月十六日辭任)
- 代偉先生
(於二零零三年五月十七日獲委任，並於二零零三年七月十日辭任)
- 張樹清先生
(於二零零三年五月十七日獲委任，並於二零零三年七月十日辭任)
- 廖舜輝先生
(於二零零三年五月十七日獲委任，並於二零零三年七月十日辭任)
- 李穎然女士
(於二零零三年五月十七日獲委任，並於二零零三年七月十日辭任)
- 鄒揚敦先生
(於二零零三年七月十日獲委任)

REPORT OF THE DIRECTORS

董事會報告書

Non-executive directors:

Mr. Li Qinyi

Mr. Joseph Szeto

(resigned on 17 May 2003)

Mr. Sik Siu Kwan

(appointed on 14 May 2003 and resigned on 10 July 2003)

Mr. Ke Jun Xiang

(appointed on 17 May 2003 and re-appointed as executive director on 10 July 2003)

Mr. Hui Ching Shan, Douglas

(appointed on 10 July 2003 and resigned on 10 November 2003)

Independent non-executive directors:

Mr. Wong Kwok Tai, Wystan

Mr. Wu Tak Lung

(resigned on 26 May 2003)

Mr. Choi Tat Ying, Jacky

(appointed on 26 May 2003 and resigned on 10 July 2003)

Mr. Ching Chun Chung

(appointed on 28 July 2003)

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

None of the directors being proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not terminable by the company within one year without payment of compensation, other than statutory compensation.

非執行董事：

李勤毅先生

司徒若瑟先生

(於二零零三年五月十七日辭任)

薛兆坤先生

(於二零零三年五月十四日獲委任，並於二零零三年七月十日辭任)

柯俊翔先生

(於二零零三年五月十七日獲委任，並於二零零三年七月十日獲重新委任為執行董事)

許青山先生

(於二零零三年七月十日獲委任，並於二零零三年十一月十日辭任)

獨立非執行董事：

黃國泰先生

吳德龍先生

(於二零零三年五月二十六日辭任)

蔡達英先生

(於二零零三年五月二十六日獲委任，並於二零零三年七月十日辭任)

程振忠先生

(於二零零三年七月二十八日獲委任)

根據本公司之公司細則第99條，各董事須於屆股東週年大會上退任，惟願意膺選連任。

擬於應屆股東週年大會上膺選連任之董事概無與本公司訂立本公司不可於一年內終止而不作出賠償(法定賠償除外)之服務合約。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

The brief biographical details of the directors and senior management are set out on pages 6 to 8.

DIRECTORS' INTERESTS IN EQUITY

As at 30 June 2003, a director and his associates had the following interests in the long or short positions in shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code"):

(a) Long position in the shares of the Company:

Name of director 董事姓名	Number of ordinary shares beneficially held 實益持有之普通股數
Mr. Ke Jun Xiang 柯俊翔先生	3,530,000,000 (Note) (附註)

董事及高級管理人員之履歷

董事及高級管理人員之履歷簡述載於本年報第6至8頁。

董事之證券權益

於二零零三年六月三十日，根據香港法例第571章證券及期貨條例(「證券及期貨條例」)第352條之規定本公司須予設立之登記名冊所載或本公司及聯交所另外根據證券及期貨條例第XV部分或上市公司董事進行證券交易之標準守則(「標準守則」)所獲知會，各董事及彼等之聯繫人士於本公司或其任何相聯法團(定義見證券及期貨條例第XV部份)之股份、相關股份及債券長倉或淡倉中擁有下列權益：

(a) 本公司股份長倉

Nature of interest 權益性質	Approximate percentage of total shareholding 佔總持股量之 概約百分比
Corporate 公司	57.17%

REPORT OF THE DIRECTORS

董事會報告書

(b) Long position in the underlying shares of equity derivatives of the Company:

Name of director 董事姓名	Date of grant of share option 獲授購股權日期	Exercise period of share options 購股權行使期	Exercise price per share option 每份購股權行使價 HK\$ 港元	Number of share options outstanding 未獲行使之購股權數目	Number of total underlying shares 相關股份總數	Approximate percentage of total shareholding 佔總持股量之概約百分比 (%)
Mr. Ke Jun Xiang 柯俊翔先生	19/3/2002	16/5/2003 - 15/5/2004	0.01	2,000,000,000 (Note) (附註)	2,000,000,000	32.39

Note: Mr. Ke Jun Xiang ("Mr. Ke") had a controlling interest in Global Work Management Limited and Trade Honour Limited ("Trade Honour") which held 30,000,000 and 3,500,000,000 ordinary shares of the Company respectively. On 19 March 2002, the Company entered into an option agreement with Trade Honour relating to granting 2,000,000,000 of share options. Accordingly, Mr. Ke was deemed to have interests in 3,530,000,000 ordinary shares and 2,000,000,000 underlying shares of the Company.

Save as disclosed above, as at 30 June 2003, none of the directors and/or any of their associates had any interests in the shares or deemed interest in the long and short position in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or the Model Code.

(b) 本公司衍生證券之相關股份長倉:

附註: 柯俊翔先生(「柯先生」)於Global Work Management Limited及Trade Honour Limited(「Trade Honour」)擁有控股權益，該兩家公司分別持有本公司30,000,000股及3,500,000,000股普通股。本公司於二零零二年三月十九日與Trade Honour就授出2,000,000,000份購股權訂立購股權協議。故此，柯先生被視為擁有本公司3,530,000,000股普通股及2,000,000,000股相關股份權益。

除上文所披露者外，截至二零零三年六月三十日，根據證券及期貨條例第352條之規定本公司須予設立之登記名冊所載或本公司及聯交所另外根據證券及期貨條例第XV部分或標準守則所獲知會，各董事及/或彼等之任何聯繫人士概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部份)相關之股份、或被視為擁有股份及債券長倉及淡倉中擁有任何權益。

REPORT OF THE DIRECTORS

董事會報告書

The directors had personal interests in share options granted by the Company under the share option scheme during the year to subscribe for shares in the Company as follows:

年內董事獲授可認購本公司股份之購股權所涉個人權益如下：

Name of director 董事姓名	Date of grant 授出日期	Exercise price 行使價	Number of options outstanding at 1/7/2002 於二零零二年 七月一日	Number of options exercised during the year 年內已行使之 購股權數目	Number of options cancelled during the year 年內已註銷之 購股權數目	Number of options outstanding at 30/6/2003 於二零零三年 六月三十日
			尚未行使之 購股權數目			尚未行使之 購股權數目
Joseph Szeto* 司徒若瑟*	31/12/1997	0.626	9,000,000	-	9,000,000	-
Ho Pui Tsun, Peter 何佩川	25/11/1996	0.320	6,300,000	-	6,300,000	-
Ho Pui Tsun, Peter 何佩川	31/12/1997	0.626	8,200,000	-	8,200,000	-
			23,500,000	-	23,500,000	-

* Non-executive director

* 非執行董事

Saved as disclosed above, at no time during the year was the Company or its subsidiaries, a party to any arrangements to enable the directors of the Company, their spouse or children under the age of 18 to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

除上文披露外，本公司或其附屬公司於本年度內任何時間概無參與訂立任何安排，致令本公司各董事、彼等之配偶或未滿18歲之子女可藉購買本公司或任何其他法人團體之股份或債券而獲益。

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

董事於重大合約之權益

No contracts of significance in relation to the Group's business to which the Company or any of 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.

於本年度完結或年內任何時間，各董事概無與本公司或其任何附屬公司簽訂與本集團業務有關且本公司董事直接或間接擁有重大權益之任何重大合約。

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the directors of the Company has interests in any businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group.

SUBSTANTIAL SHAREHOLDERS

As at 30 June 2003, the following persons (other than the directors or the chief executive of the Company) had an interest in the following long position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

(a) Long position in the shares of the Company:

Name of shareholder 股東名稱	Notes 附註	Nature of interest 權益性質	Number of ordinary shares held 所持普通股數	Approximate percentage of total shareholding (%) 佔總持股量之 概約百分比 (%)
Trade Honour Limited		Beneficial Owner 實益擁有人	35,000,000,000	56.68
ICEA Financial Services Limited		Beneficial Owner 實益擁有人	510,406,044	8.27
ICEA Financial Holdings Limited	1	Interest in Corporation 擁有法團權益	510,406,044	8.27
Industrial and Commercial Bank of China	2	Interest in Corporation 擁有法團權益	510,406,044	8.27

董事之利益衝突

本公司各董事概無擁有可能直接或間接與本集團業務構成競爭之任何業務權益。

主要股東

於二零零三年六月三十日，由本公司根據證券及期貨條例第336條須予存置之登記名冊顯示，下列人士（並非本公司董事或行政總裁）擁有本公司以下股份或相關股份長倉之權益：

(a) 本公司之股份長倉：

REPORT OF THE DIRECTORS

董事會報告書

SUBSTANTIAL SHAREHOLDERS (Continued)

Notes

- The interest disclosed comprising 510,406,044 shares held by ICEA Financial Services Limited, which is 100% owned by ICEA Financial Holdings Limited.
- The Interest disclosed comprising 510,406,044 shares beneficially held by ICEA Financial Holdings Limited, which is 75% owned by Industrial and Commercial Bank of China, through ICEA Financial Services Limited.

(b) Long position in the underlying shares of equity derivatives of the Company:

主要股東 (續)

附註:

- 所披露權益乃指由ICEA Financial Services Limited持有之510,406,044股股份，ICEA Financial Holdings Limited全資擁有該公司。
- 所披露權益乃指由ICEA Financial Holdings Limited實益持有之510,406,044股股份，Industrial and Commercial Bank of China透過ICEA Financial Services Limited擁有該公司75%權益。

(b) 本公司衍生證券之相關股份長倉:

Name of shareholder 股東姓名	Date of grant of share option 獲授購股權日期	Exercise period of share options 購股權行使期	Approximate	Number of share options outstanding 未獲行使之購股權數目	Number of total underlying shares 相關股份總數	percentage of total shareholding 佔總持股量之概約百分比 (%)
			Exercise price per share option 每份購股權行使價 HK\$ 港元			
Trade Honour Limited	19/3/2002	16/5/2003 - 15/5/2004	0.01	2,000,000,000	2,000,000,000	32.39

Saved as disclosed above, so far as known to the directors as at 30 June 2003, no other person (other than directors or the chief executive of the Company) had an interest in the long and short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

除上文所披露者外，據董事所知，於二零零三年六月三十日，由本公司根據證券及期貨條例第336條須予存置之登記名冊顯示，概無其他人士（並非本公司董事或行政總裁）擁有本公司股份或相關股份長倉及淡倉權益。

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.

PENSION SCHEME

Details of the Group's pension scheme are set out in note 12 to the financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of turnover and purchases attributable to the Group's major customers and suppliers for the year are of follows:

Turnover:	營業額：	
- The largest customer	- 最大客戶	34%
- Five largest customers combined	- 五大客戶共佔	73%
Purchases:	採購額：	
- The largest supplier	- 最大供應商	32%
- Five largest suppliers combined	- 五大供應商共佔	98%

None of the directors, their associates or any shareholders (which, to the knowledge of the directors, own more than 5% of the Company's issued share capital) had any beneficial interests in any of the above customers or suppliers.

管理合約

年內並無訂立或存在任何有關整體或本公司業務之任何重大部份管理及行政之合約。

退休金計劃

本集團之退休金計劃詳情載於財務報表附註12。

主要客戶及供應商

年內主要客戶及供應商所佔本集團營業額及採購額之百分比如下：

年內各董事、彼等之聯繫人士或就董事會所知擁有本公司已發行股本5%以上之股東，概無擁有上述主要客戶及供應商之任何權益。

CODE OF BEST PRACTICE

The Company was in compliance with the Code of Best Practice as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited during the year, except that the independent non-executive directors are not appointed for a specific term. These directors are subject to retirement and re-election at the annual general meeting of the Company in accordance with the Company's By-law 99. In the opinion of the directors, this meets the same objective of the Code of Best Practice.

Pursuant to the Code of Best Practice, an audit committee was established on 28 March 2000 with written terms of reference which describe the authority and duties of the audit committee include the review and supervision of the financial reporting process and internal controls procedures of the Group. The audit committee currently comprises two independent non-executive directors, namely Mr. Wong Kwok Tai, Wystan and Mr. Ching Chun Chung. Mr. Ching joined the audit committee on 28 July 2003 to replace Mr. Wu Tak Lung who resigned on 26 May 2003. The audit committee has not met during the year.

遵守最佳應用守則

除獨立非執行董事並無特定任期外，本公司於年報所述整個年度均一直遵守上市規則附錄14之最佳應用守則。上述董事須根據本公司細則第99條輪值退任，並在本公司之股東周年大會上重選連任。董事認為，此舉符合最佳應用守則之規定。

根據最佳應用守則，核數委員會於二零零零年三月二十八日成立，其職權範圍書概述審核委員會之權力及職責，包括審閱及監督本集團之財務申報程式及內部監控程序。審核委員會現時包括黃國泰先生及程振忠先生兩名獨立非執行董事。程先生於二零零三年七月二十八日加入審核委員會，代替於二零零三年五月二十六日辭任之吳德龍先生。審核委員會於年內未曾會晤。

REPORT OF THE DIRECTORS

董事會報告書

AUDITORS

The financial statements of the Company for the year ended 30 June 2003 were audited by Charles Chan, Ip & Fung CPA Ltd., who were appointed in May 2003 to fill the casual vacancy upon the resignation of RSM Nelson Wheeler. RSM Nelson Wheeler were appointed as auditors of the Company for the year ended 30 June 2001 in November 2000.

A resolution for the re-appointment of Charles Chan, Ip & Fung CPA Ltd. as auditors of the Company until the conclusion of the next Annual General Meeting is to be proposed at the forthcoming annual general meeting.

On behalf of the Board

Ke Jun Xiang

Chairman

Hong Kong, 31 March 2004

核數師

本公司截至二零零三年六月三十日止年度之財務報表乃由陳葉馮會計師事務所有限公司審核。陳葉馮會計師事務所有限公司乃於二零零三年五月獲委任，以填補羅申美會計師行辭任所出現之臨時空缺。羅申美會計師行乃於二零零零年十一月獲委任為本公司截至二零零一年六月三十日止年度之核數師。

有關重新委任陳葉馮會計師事務所為本公司核數師直至下屆股東週年大會結束之決議案將於應屆股東週年大會上提呈。

承董事會命

主席

柯俊翔

香港，二零零四年三月三十一日