



## 董事會報告 Directors' Report

董事會謹此提呈本公司由二零零零年一月二十五日(即註冊成立日期)至二零零零年六月三十日期間，以及本集團截至二零零零年六月三十日止年度之首份年報及經審核財務報表。

### 重組及於香港聯合交易所創業板上市

本公司於二零零零年一月二十五日在開曼群島根據公司條例(1998修訂本)註冊成立為一家有限公司。根據為整頓本集團架構，以籌備本公司股份在創業板上市而進行之集團重組，本公司於二零零零年二月二十八日成為本集團之控股公司。集團重組之詳情載於二零零零年三月六日本公司刊發之招股章程附錄五「公司重組」一節。

本公司股份自二零零零年三月十七日起在創業板上市。

### 主要業務

本公司為投資控股公司。其附屬公司之主要業務載於財務報表附註33。

本集團營業額及營運業績分析載於年報第120頁。

### 業績

本集團截至二零零零年六月三十日止年度業績載於年報第74頁綜合收益表。

董事會建議不派發本年度股息。

### 財務摘要

本集團截至二零零零年六月三十日止三個年度各年之財務摘要載於年報第6頁。

### 股本及購股權

本公司年內之法定及已發行股本變動詳情載於財務報表附註21。

本公司及其附屬公司之購股權計劃詳情載於財務報表附註22。

### 儲備

本集團及本公司於年內之儲備變動載於財務報表附註23。

The directors present their first report and the audited financial statements of the Company for the period from 25 January 2000 (date of incorporation) to 30 June 2000 and of the Group for the year ended 30 June 2000.

### **Reorganisation and Listing on the GEM of The Stock Exchange**

The Company was incorporated in the Cayman Islands with limited liability on 25 January 2000 under the Companies Law of Cayman Islands (1998 revision). Pursuant to a group reorganisation to rationalise the structure of the Group in preparation for the listing of the Company's shares on the GEM, the Company became the holding company of the Group on 28 February 2000. Details of the group reorganisation are set out in the paragraphs headed "Corporate Reorganisation" in appendix 5 of the prospectus issued by the Company dated 6 March 2000.

The shares of the Company have been listed on the GEM since 17 March 2000.

### **Principal Activities**

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 33 to the financial statements.

Analysis of the Group's turnover and operating results is set out on page 120 of the annual report.

### **Results**

The results of the Group for the year ended 30 June 2000 are set out in the consolidated income statement on page 74 of the annual report.

The directors do not recommend the payment of a dividend for the year.

### **Financial Summary**

A summary of the results of the Group for each of the three years ended 30 June 2000 is set out on page 6 of the annual report.

### **Share Capital and Share Options**

Details of movements in the authorised and issued share capital of the Company during the year are set out in note 21 to the financial statements.

Details of the share option schemes of the Company and its subsidiaries are set out in note 22 to the financial statements.

### **Reserves**

Details of movements in the reserves of the Group and of the Company during the year are set out in note 23 to the financial statements.

## 附屬公司

二零零零年六月三十日本公司之主要附屬公司詳情載於財務報表附註33。

## 投資物業

本集團於年內購入投資物業，總代價為五億二千萬港元。該代價乃根據該等投資物業於二零零零年一月三十一日之公開市值而釐訂。

## 物業及設備

年內，本集團若干租約持有的土地及樓宇以及發展中物業已作重估，錄得二千三百五十一萬八千港元盈餘，並已直接計入物業重估儲備。此外，價值一億八千五百萬港元之一項發展中物業已完成，並轉撥至土地及樓宇賬項。上述及其他有關本集團物業及設備之變動詳情，載於財務報表附註13。

## 物業

本集團持有之物業詳情載於年報第118至第119頁。

## 董事及董事服務合約

本公司自成立日期至本報告日期之董事如下：

### 執行董事：

郭炳聯	（於二零零零年一月二十九日獲委任）
郭炳湘	（於二零零零年一月二十九日獲委任）
郭炳江	（於二零零零年一月二十九日獲委任）
許浩明	（於二零零零年一月二十九日獲委任）
陳鉅源	（於二零零零年一月二十九日獲委任）
黃奕鑑	（於二零零零年一月二十九日獲委任）
梁樺涇	（於二零零零年一月二十九日獲委任）
蘇仲強	（於二零零零年一月二十九日獲委任）
董子豪	（於二零零零年一月二十九日獲委任）
黃振華	（於二零零零年一月二十九日獲委任）
童耀鈞	（於二零零零年一月二十九日獲委任）
何志霖	（於二零零零年六月八日獲委任）
晏孝華	（於二零零零年七月三日獲委任）

### 非執行董事：

張永銳	（於二零零零年一月二十九日獲委任）
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## Subsidiaries

Details of the Company's principal subsidiaries at 30 June 2000 are set out in note 33 to the financial statements.

## Investment Properties

During the year, the Group acquired investment properties for a total consideration of HK\$520 million, based on their open market valuation at 31 January 2000.

## Property, Plant and Equipment

During the year, certain of the Group's leasehold land and buildings and properties under development were revalued resulting in a surplus of HK\$23,518,000, which has been credited directly to the property revaluation reserve. In addition, a property under development of HK\$185 million was completed and transferred to land and buildings. Details of these and other movements during the year in the property, plant and equipment of the Group are set out in note 13 to the financial statements.

## Properties

Particulars of properties held by the Group are set out in pages 118 to 119 of the annual report.

## Directors and Directors' Service Contracts

The directors of the Company since its date of incorporation and up to the date of this report were:

### Executive Directors:

Kwok Ping Luen, Raymond	(appointed on 29 January 2000)
Kwok Ping Sheung, Walter	(appointed on 29 January 2000)
Kwok Ping Kwong, Thomas	(appointed on 29 January 2000)
Hui Ho Ming, Herbert	(appointed on 29 January 2000)
Chan Kui Yuen, Thomas	(appointed on 29 January 2000)
Wong Yick Kam, Michael	(appointed on 29 January 2000)
Leung Kui King, Donald	(appointed on 29 January 2000)
So Chung Keung, Alfred	(appointed on 29 January 2000)
Tung Chi Ho, Eric	(appointed on 29 January 2000)
Wong Chin Wah, Jimmy	(appointed on 29 January 2000)
Tung Yiu Kwan, Stephen	(appointed on 29 January 2000)
Ho Chi Lam, Alfred	(appointed on 8 June 2000)
Yen Shiao Hua, Sheridan	(appointed on 3 July 2000)

### Non-Executive Director:

Cheung Wing Yui	(appointed on 29 January 2000)
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**獨立非執行董事：**

高錕	（於二零零零年一月二十九日獲委任）
李安國	（於二零零零年一月二十九日獲委任）
張首晟	（於二零零零年六月八日獲委任）

根據本公司之公司章程第116及99條，梁樺涇先生、黃振華先生、童耀鈞先生、董子豪先生、何志霖先生、晏孝華先生及張首晟先生將輪值告退，惟彼等均有資格並願意在即將舉行之股東週年大會上膺選連任。

除何志霖及晏孝華先生外，各執行董事與本公司訂立服務協議。協議由二零零零年三月一日起計為期三年，並往後繼續生效，直至任何一方向對方發出不少於六個月之書面通知終止協議為止。

各非執行董事之任期直至二零零二年十二月三十一日。

除上文所披露者外，擬於即將舉行之股東週年大會上膺選連任之董事與本公司或其任何附屬公司並無訂立若在一一年內終止須作出賠償的服務合約。

**董事於合約中之權益**

年內，本集團與新鴻基地產及其聯屬公司（本集團成員公司除外）進行若干交易。該等交易之詳情載於財務報表附註24。郭炳聯先生、郭炳湘先生及郭炳江先生擁有新鴻基地產權益。

此外，張永銳先生為胡關李羅律師行合夥人。該律師行於年內向本集團提供專業服務，並收取一般專業費用。

除上文所披露者外，於本年度終結或本年度內任何時間，本公司或其控股公司或其任何同系附屬公司或附屬公司，並無任何本公司董事直接或間接訂立擁有重大權益之重要合約。

**Independent non-executive directors:**

Kao Kuen, Charles	(appointed on 29 January 2000)
Li On Kwok, Victor	(appointed on 29 January 2000)
Zhang Shoucheng, Steven	(appointed on 8 June 2000)

In accordance with Article 116 and 99 of the Company's Articles of Association, Messrs Leung Kui King, Donald, Wong Chin Wah, Jimmy, Tung Yiu Kwan, Stephen, Tung Chi Ho, Eric, Ho Chi Lam, Alfred, Yen Shiao Hua, Sheridan and Zhang Shoucheng, Steven will retire at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election.

Other than Messrs Ho Chi Lam, Alfred and Yen Shiao Hua, Sheridan, each of the executive directors has entered into a service agreement with the Company. Each agreement is for a period of three years commencing on 1 March 2000 and shall continue thereafter until terminated by either party giving to the other not less than six months' prior written notice.

The term of office of each of the non-executive directors is for the period up to 31 December 2002.

Save as disclosed above, 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 determinable by the Group within one year without payment of compensation, other than statutory compensation.

**Directors' Interests in Contracts**

During the year, the Group had certain transactions with SHKP and its affiliates other than members of the Group. Details of these transactions are set out in note 24 to the financial statements. Messrs Kwok Ping Luen, Raymond, Kwok Ping Sheung, Walter and Kwok Ping Kwong, Thomas have a beneficial interest in SHKP.

In addition, Mr Cheung Wing Yui is a partner of Woo, Kwan, Lee & Lo, a solicitors firm which provided professional services to the Group and charged usual professional fees during the year.

Save as disclosed above, there was no contract of significance to which the Company or its holding companies or any of its fellow subsidiaries or subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, which subsisted at the end of the year or at any time during the year.

## 董事之證券權益

於二零二零年六月三十日，根據證券（披露權益）條例（「披露權益條例」）第29條所存置之記錄冊所載，董事及彼等聯繫人等於本公司及其相聯法團之證券（「證券」及「相聯法團」之定義見披露權益條例）權益如下：

### 1. 新意網股份

董事姓名	個人權益	家族權益	公司權益	其他權益	股份總數
郭炳聯	606,000	—	—	1,070,000（附註）	1,676,000
郭炳湘	—	—	—	1,070,000（附註）	1,070,000
郭炳江	—	—	—	1,070,000（附註）	1,070,000
蘇仲強	416	—	—	—	416

附註：根據披露權益條例，郭炳聯先生、郭炳湘先生及郭炳江先生被視為擁有其名下所列數目之本公司股份權益。然而，當中有1,070,000股屬相同權益，因此上述三位董事之權益重疊。

### 2. 新鴻基地產股份

董事姓名	個人權益	家族權益	公司權益	其他權益	股份總數
郭炳聯	—	1,000	—	1,074,682,895（附註）	1,074,683,895
郭炳湘	—	3,000	—	1,073,489,522（附註）	1,073,492,522
郭炳江	2,201,281	304,065	—	1,071,539,214（附註）	1,074,044,560
許浩明	24,000	—	—	—	24,000
陳鉅源	126,500	66,000	—	—	192,500
黃奕鑑	50,904	—	—	—	50,904
梁樺涇	10,000	—	—	—	10,000
蘇仲強	189,985	—	—	—	189,985

附註：根據披露權益條例，郭炳聯先生、郭炳湘先生及郭炳江先生被視為擁有其名下分別所列數目之新鴻基地產股份，然而，當中有1,051,505,347股新鴻基地產股份屬相同權益，因此上述三位董事之權益重疊。

## Directors' Interests in Securities

As at 30 June 2000, the interests of the directors and their associates in the securities of the Company and its associated corporations ("securities" and "associated corporations" as defined in the Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance")) as recorded in the register maintained by the Company pursuant to Section 29 of the SDI Ordinance were as follows:

### 1. SUNeVision's shares

Name of director	Personal interest	Family interest	Corporate interest	Other interest	Total no. of shares
Kwok Ping Luen, Raymond	606,000	–	–	1,070,000 (Note)	1,676,000
Kwok Ping Sheung, Walter	–	–	–	1,070,000 (Note)	1,070,000
Kwok Ping Kwong, Thomas	–	–	–	1,070,000 (Note)	1,070,000
So Chung Keung, Alfred	416	–	–	–	416

Note: Messrs Kwok Ping Luen, Raymond, Kwok Ping Sheung, Walter and Kwok Ping Kwong, Thomas were deemed (by virtue of the SDI Ordinance) to be interested in the number of shares in the Company shown opposite their names respectively. Of these numbers of shares, 1,070,000 shares represent the same interests and are therefore duplicated amongst these three directors.

### 2. SHKP shares

Name of director	Personal interest	Family interest	Corporate interest	Other interest	Total no. of shares
Kwok Ping Luen, Raymond	–	1,000	–	1,074,682,895 (Note)	1,074,683,895
Kwok Ping Sheung, Walter	–	3,000	–	1,073,489,522 (Note)	1,073,492,522
Kwok Ping Kwong, Thomas	2,201,281	304,065	–	1,071,539,214 (Note)	1,074,044,560
Hui Ho Ming, Herbert	24,000	–	–	–	24,000
Chan Kui Yuen, Thomas	126,500	66,000	–	–	192,500
Wong Yick Kam, Michael	50,904	–	–	–	50,904
Leung Kui King, Donald	10,000	–	–	–	10,000
So Chung Keung, Alfred	189,985	–	–	–	189,985

Note: Messrs Kwok Ping Luen, Raymond, Kwok Ping Sheung, Walter and Kwok Ping Kwong, Thomas were deemed (by virtue of the SDI Ordinance) to be interested in the number of SHKP shares shown opposite their names respectively. Of these numbers of SHKP shares, 1,051,505,347 shares represent the same interests and are therefore duplicated amongst these three directors.



### 3. 相關法團之股份

- (a) 郭炳聯先生、郭炳湘先生及郭炳江先生於下列相聯法團之股本證券中，各自持有以下權益：

聯營公司	證券種類及數目	權益類別
暉卓有限公司	10普通股	個人
儲善有限公司	10普通股	個人
Splendid Kai Limited	2,500普通股	公司（附註）
Hung Carom Company Limited	25普通股	公司（附註）
Tinyau Company Limited	1普通股	公司（附註）
舉捷有限公司	8普通股	公司（附註）

附註：該等證券由郭炳聯先生、郭炳湘先生及郭炳江先生擁有可在股東特別大會上行使三分之一或以上投票權之公司持有，故依據披露權益條例彼等被視為擁有該等證券之權益。

- (b) 郭炳聯先生及郭炳湘先生於九龍巴士控股有限公司之股本證券中各自持有393,350股普通股及61,522股普通股之個人權益。
- (c) 郭炳聯先生於數碼通電訊集團有限公司之股本證券中持有690,000股普通股之個人權益。
- (d) 李安國教授於數碼通電訊集團有限公司之股本證券中持有5,000股普通股之家族權益。

除上文第1、2及3節所披露者外，董事及彼等之聯繫人等概無於本公司或其任何相聯法團（定義見披露權益條例）之證券中擁有任何個人、家族、公司或其他權益，而已於二零零零年六月三十日記錄於根據披露權益條例第29條存設之股東名冊中，或根據創業板上市規則第5.40條至第5.49條須知會本公司及聯交所。

### 3. Shares in associated corporations

- (a) Each of Messrs Kwok Ping Luen, Raymond, Kwok Ping Sheung, Walter and Kwok Ping Kwong, Thomas had the following interests in the equity securities of the following associated corporations:

Associated corporation	No. of class of securities	Category of interest
Superindo Company Limited	10 Ordinary shares	Personal
Super Fly Company Limited	10 Ordinary shares	Personal
Splendid Kai Limited	2,500 Ordinary shares	Corporate (Note)
Hung Carom Company Limited	25 Ordinary shares	Corporate (Note)
Tinyau Company Limited	1 Ordinary share	Corporate (Note)
Open Step Limited	8 Ordinary shares	Corporate (Note)

*Note:* These securities are held by companies in which Messrs Kwok Ping Luen, Raymond, Kwok Ping Sheung, Walter and Kwok Ping Kwong, Thomas are entitled to control the exercise of one third or more of the voting power at their general meetings and thereafter they were deemed (by virtue of the SDI Ordinance) to be interested in these securities.

- (b) Messrs Kwok Ping Luen, Raymond and Kwok Ping Sheung, Walter had personal interests of 393,350 ordinary shares and 61,522 ordinary shares respectively in the equity security of The Kowloon Motor Bus Holdings Limited.
- (c) Mr Kwok Ping Luen, Raymond had personal interests of 690,000 ordinary shares in equity of SmarTone Telecommunications Holdings Limited.
- (d) Professor Li On Kwok, Victor had family interests of 5,000 ordinary shares in equity of SmarTone Telecommunications Holdings Limited.

Save as disclosed above in sub-section 1, 2 and 3, none of the directors and their associates had any personal, family, corporate or other interests in the securities of the Company or any of its associated corporations as defined in the SDI Ordinance as recorded in the register as at 30 June 2000 maintained under Section 29 of the SDI Ordinance or which are required, pursuant to rules 5.40 to 5.49 of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange (the "GEM Listing Rules"), to be notified to the Company and the Stock Exchange.

#### 4. 新意網購股權

本集團設有三個購股權計劃，詳情載於財務報表附註22。若干董事於年內獲授予購股權，以認購本公司股份。年內授出之購股權詳情如下：

董事姓名	授出之購股權數目及 於二零零零年六月 三十日之結餘
郭炳聯	755,000
郭炳湘	415,000
郭炳江	415,000
許浩明	720,000
陳鉅源	510,000
黃奕鑑	360,000
梁樺涇	360,000
蘇仲強	360,000
董子豪	360,000
黃振華	360,000
童耀鈞	360,000
何志霖	285,000

附註：

所有上述購股權於二零零零年三月二十八日以象徵式代價授出並獲接納，而該等購股權之行使價為每股港幣10.38元。該等購股權可根據有關計劃之條款行使，其中：

- (i) 三分之一之購股權可於二零零零年十二月三十一日起計三年內行使；
- (ii) 另外三分之一之購股權可於二零零一年十二月三十一日起計三年內行使；及
- (iii) 餘下三分之一之購股權可於二零零二年十二月三十一日起計三年內行使。

#### 4. SUNeVision's share option

The Group operates three share option schemes, details of which are set out in note 22 to the financial statements. During the year, certain directors were granted options to subscribe for shares in the Company. Details of the options granted during the year are as follow:

<b>Name of directors</b>	<b>Number of options granted and balance at 30.6.2000</b>
Kwok Ping Luen, Raymond	755,000
Kwok Ping Sheung, Walter	415,000
Kwok Ping Kwong, Thomas	415,000
Hui Ho Ming, Herbert	720,000
Chan Kui Yuen, Thomas	510,000
Wong Yick Kam, Michael	360,000
Leung Kui King, Donald	360,000
So Chung Keung, Alfred	360,000
Tung Chi Ho, Eric	360,000
Wong Chin Wah, Jimmy	360,000
Tung Yiu Kwan, Stephen	360,000
Ho Chi Lam, Alfred	285,000

*Notes:*

All the above options were granted and accepted on 28 March 2000 for nominal consideration and the exercise price of these options is HK\$10.38 per share. These options may be exercised in accordance with the terms of the relevant scheme as to:

- (i) one third of the options within three years commencing on 31 December 2000;
- (ii) a further one third of the options within three years commencing on 31 December 2001; and
- (iii) the remaining one third of the options within three years commencing on 31 December 2002.

## 5. 新鴻基地產購股權

根據最終控股公司新鴻基地產之購股權計劃，本公司之若干董事已獲授新鴻基地產購股權（「新地購股權」）以認購新鴻基地產之股份（「新地股份」），詳情如下：

董事姓名	授出之新地 購股權及 於二零零零年 六月三十日 之結餘
陳鉅源	150,000
黃奕鑑	150,000
蘇仲強	120,000
董子豪	120,000

所有上述購股權於二零零零年二月以象徵式代價授出並獲接納，而該等購股權之行使價為每股港幣七十元正。

該等購股權於購股權期間第二年可行使最多三分之一，於購股權期間第三年可行使最多三分之二，並於授出日期三年後隨時可行使全數或部份購股權。

除以上第4及5節所披露者外，本公司或其控股公司或其同系附屬公司或附屬公司概無於年內訂立任何安排，使本公司董事藉購入本公司或任何其他法人團體之股份或債券證券（包括債券）而獲益，且概無董事或彼等之配偶或十八歲以下之子女擁有任何權利，認購本公司證券或已行使該等權利。

## 主要股東

於二零零零年六月三十日，除以上披露之有關董事權益外，根據披露權益條例第16(1)條規定置存之主要股東名冊，本公司獲悉下列公司直接或間接持有本公司已發行股份百分之十或以上之權益：

名稱	股份數目	持股概約百分比
Sunco Resources Limited ("Sunco")	1,712,068,000	83.72
新鴻基地產 (附註1)	1,712,068,000	83.72
滙豐控股有限公司 (附註2)	1,702,699,824	83.26
HSBC Finance (Netherlands) (附註2)	1,702,699,824	83.26
HSBC Holdings B.V. (附註2)	1,702,699,824	83.26
HSBC Investment Bank Holdings B.V. (附註2)	1,702,252,590	83.24
HSBC International Trustee Limited (附註3)	1,702,227,303	83.24

## 5. SHKP share options

Pursuant to the share option scheme of SHKP, the ultimate holding company of the Company, certain directors of the Company were granted share options ("SHKP Options") to subscribe for shares in SHKP ("SHKP Shares"), details as follows:

Name of directors	Number of SHKP Options granted and balance at 30.6.2000
Chan Kui Yuen, Thomas	150,000
Wong Yick Kam, Michael	150,000
So Chung Keung, Alfred	120,000
Tung Chi Ho, Eric	120,000

All of the above options were granted and accepted in February 2000 for nominal consideration and the exercise price of all these options are HK\$70 per SHKP Share.

The options can be exercised up to one third during the second year of the option period, up to two thirds during the third year of the option period and in whole or in part any time three years after the date of grant.

Save as disclosed in sub-section 4 and 5 above, at no time during the year was the Company or its holding companies or any of its fellow subsidiaries or subsidiaries a party to any arrangement to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of, the Company or any other body corporate and none of the directors, or their spouses or children under the age of 18, had any rights to subscribe for securities of the Company, or had exercised any such rights.

## Substantial Shareholders

As at 30 June 2000, in addition to those interests as disclosed above in respect of the directors, according to the register of substantial shareholders required to be maintained under Section 16(1) of the SDI Ordinance, the Company had been notified of the following interests, being 10% or more in the issued share capital of the Company directly and indirectly:

Name	Number of Shares	Approximate percentage of holding
Sunco Resources Limited ("Sunco")	1,712,068,000	83.72
SHKP (Note 1)	1,712,068,000	83.72
HSBC Holdings plc (Note 2)	1,702,699,824	83.26
HSBC Finance (Netherlands) (Note 2)	1,702,699,824	83.26
HSBC Holdings B.V. (Note 2)	1,702,699,824	83.26
HSBC Investment Bank Holdings B.V. (Note 2)	1,702,252,590	83.24
HSBC International Trustee Limited (Note 3)	1,702,227,303	83.24

- 附註：1. 由於Sunco乃新鴻基地產全資附屬公司，故根據披露權益條例，新鴻基地產將視作擁有Sunco所持有之本公司1,712,068,000股股份權益。
2. HSBC International Trustee Limited持有權益之股份屬HSBC Investment Bank Holdings B.V.擁有權益之股份之組成部份；HSBC Investment Bank, Holdings B.V. 擁有權益之股份屬HSBC Holdings B.V.所持有權益之股份之組成部份；HSBC Holdings B.V.擁有權益之股份即HSBC Finance (Netherlands)擁有權益之股份，而HSBC Finance (Netherlands) 擁有權益之股份為滙豐控股有限公司擁有權益股份之組成部份。
3. 上述HSBC International Trustee Limited持有新鴻基地產股份的權益，其中1,051,505,347股為前文「董事之證券權益」內第二點附註所提及股份數目之一部份。

## 管理層股東

據董事會所知，除以上披露之Sunco及新鴻基地產外，無任何人直接或間接擁有當時本公司已發行股份百分之五或以上或能實際直接或間接影響本公司之管理事宜。

## 保薦人權益

於二零零零年六月三十日，怡富證券有限公司（怡富）之董事及僱員分別擁有二千五百股及三千零七股本公司股份之權益。除本文所披露者外，怡富、其董事、僱員或聯繫人等概無擁有本公司或其集團成員之任何證券權益，亦無權認購或不用派他人認購本公司或其集團成員之證券。

根據本公司與怡富於二零零零年三月三日訂立之保薦人協議，於二零零零年三月十七日至二零零二年六月三十日期間怡富成為本公司之保薦人及收取一般保薦人費用。

## 關連交易

與新鴻基地產及非本集團成員之新鴻基地產集團聯屬機構之須予披露關連交易詳情，載列於財務報表附註24。該等交易已包括在本公司於二零零零年三月六日刊發之售股章程中第37頁至第45頁所載之豁免之範圍內，或為聯交所創業板證券上市規則第20.23或20.24條之範圍內。除上文所披露者外，概再無其他根據聯交所創業板證券上市規則（「聯交所上市規則」）規定，須披露之關連交易。

獨立非執行董事已審核財務報表附註24(1)(A)載列之關連交易，該等與本集團訂立之關連交易：

- (i) 循本集團一般日常業務進行；
- (ii) 按一般商業條款訂立；及
- (iii) 符合有關規限協議，且協議條款公平及合理及符合本公司股東整體利益。

- Notes: 1. As Sunco is a wholly-owned subsidiary of SHKP, SHKP is deemed to have interest in the 1,712,068,000 shares of the Company held by Sunco under the SDI Ordinance.
2. The shares in which HSBC International Trustee Limited was interested formed part of the shares in which HSBC Investment Bank Holdings B.V. was interested; the shares in which HSBC Investment Bank Holdings B.V. was interested formed part of the shares in which HSBC Holdings B.V. was interested; the shares in which HSBC Holdings B.V. was interested were the shares in which HSBC Finance (Netherlands) was interested and the shares in which HSBC Finance (Netherlands) was interested formed part of the shares in which HSBC Holdings plc was interested.
3. Of the SHKP share in which HSBC International Trustee Limited was interested, 1,051,505,347 shares were part of the shares referred to in the Note to sub-section 2 of this section on "Directors' Interests in Securities".

## Management Shareholders

So far as the directors are aware, other than Sunco and SHKP as disclosed above, there is no other person who is directly or indirectly interested in 5% or more of the shares of the Company then in issue and who is able, as a practical matter, to direct or influence the management of the Company.

## Sponsor's Interest

As at 30 June 2000, directors and employees of Jardine Fleming Securities Limited ("Jardine Fleming") were interested in 2,500 shares and 3,007 shares of the Company respectively. Save as disclosed herein, none of Jardine Fleming, its directors, employees or associates had any interest in the securities of the Company or any members of the Group, or any right to subscribe for or to nominate persons to subscribe for the securities of the Company or any members of the Group.

Pursuant to the agreement dated 3 March 2000 between the Company and Jardine Fleming, Jardine Fleming will receive a fee for acting as the Company's sponsor for the period from 17 March 2000 to 30 June 2002.

## Connected Transactions

Details of discloseable connected transactions with SHKP and its affiliates other than members of the Group ("SHKP Group"), are set out in note 24 to the financial statements. These transactions were either covered under the waivers set out in P 37 to P 45 of the Prospectus of the Company dated 6 March 2000, or fell under Rule 20.23 or 20.24 of the GEM Listing Rules. Save as disclosed therein, there were no other transactions which need to be disclosed as connected transactions in accordance with the requirements of the Listing Rules.

The independent non-executive directors have reviewed the connected transactions set out in note 24(1)(A) to the financial statements and in their opinion, and were entered into by the Group:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms; and
- (iii) in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.



### 主要客戶及供應商

本集團五大供應商合計佔本年度營運成本約百分之三十四，向單一最大供應商之採購額，佔營運成本約百分之十五。

年內，本集團五大客戶佔本集團營業額約百分之六十八，而最大客戶新鴻基地產集團則佔總營業額百分之三十。

於二零零零年六月三十日，郭炳聯先生、郭炳湘先生及郭炳江先生均擁有新鴻基地產集團股份權益。

除以上披露者外，各董事、彼等各自聯繫人等及本公司股東（就董事所知擁有超過百分之五本公司股本者），於截至二零零零年六月三十日止財政年度，概無擁有本集團五大客戶及五大供應商之任何權益。

本集團及其客戶之所有交易按一般商業條款進行。

### 購買、出售或贖回本公司上市證券

本公司或其任何附屬公司概無於年內購買、出售或贖回本公司之任何上市證券。

### 審核委員會

本公司於二零零零年一月二十九日，按香港會計師公會發出之「審核委員會成立指引」，成立審核委員會，並書面界定其職權範圍。審核委員會之首要工作是審核本公司年報及賬目、中期報告及季度報告，並就此向董事會提供意見及建議。審核委員會負責檢討及監察財政匯報過程及本集團內部監控程序。審核委員會有三名委員，包括兩名獨立非執行董事高錕教授（主席）與李安國教授，以及一名非執行董事張永銳先生。

### 更改公司秘書

陳永源先生已辭任本公司秘書，本公司總法律顧問鄭鍾豪先生同時出任委任為公司秘書一職，並於二零零零年八月十六日起生效。

### 退休金計劃

除本集團其中一家附屬公司參與一項由新鴻基地產集團為所有合資格僱員設立的退休福利計劃外，本集團現今並無為其僱員提供任何公積金或類似之退休金計劃，但或需（在將來根據強制性公積金計劃條例規定）為僱員提供公積金計劃。

### Major Customers and Suppliers

The five largest suppliers of the Group in aggregate accounted for about 34% of its operating costs for the year. Purchases from the single largest supplier accounted for about 15% of its operating costs.

During the year, the five largest customers of the Group accounted for about 68% of the turnover of the Group and the largest customer, being SHKP Group, accounted for about 30% of the total turnover.

At 30 June 2000, Messrs Kwok Ping Luen, Raymond, Kwok Ping Sheung, Walter and Kwok Ping Kwong, Thomas had a beneficial interest in SHKP Group.

Save as disclosed above, none of the directors, their respective associates and shareholders of the Company (which to the knowledge of the directors own more than 5% of the issued capital of the Company) had any interest in any of the five largest customers and the five largest suppliers of the Group for the financial year ended 30 June 2000.

All transactions between the Group and the customers were carried out on normal commercial terms.

### Purchase, Sale or Redemption of the Company's Listed Securities

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

### Audit Committee

The Company established an audit committee on 29 January 2000 with written terms of reference based on the guidelines set out in "A Guide for the Formation of an Audit Committee" issued by the Hong Kong Society of Accountants. The primary duties of the audit committee are to review the Company's annual report and accounts, half-yearly reports and quarterly reports and to provide advice and comments thereon to the board of Directors. The audit committee will also be responsible for reviewing and supervising the financial reporting process and internal control procedures of the Group. The audit committee has three members comprising two independent non-executive directors, Professor Kao Kuen, Charles (Chairman) and Professor Li On Kwok, Victor and one non-executive director, Mr Cheung Wing Yui.

### Change of Company Secretary

Mr Chan Wing Yuen, Hubert resigned as Company Secretary of the Company, and Mr Cheng Chung Ho, Jeremy was appointed as the Company Secretary in addition to his current position as the General Counsel of the Company, both with effect from 16 August 2000.

### Pension Scheme

Except for a subsidiary of the Group which participates in a retirement benefit scheme which is operated by the SHKP Group for all qualified employees, the Group does not provide any provident fund or other similar pension scheme for its employees but may be required to introduce a provident fund scheme for employees at a time to comply with the Mandatory Provident Fund Schemes Ordinance.

### 捐款

本集團年內之慈善及其他捐款達八十五萬港元。

### 優先購股權

本公司章程細則或開曼群島法例概無優先購股權之條文，以規定本公司按比例向現有股東配售新股。

### 重大及結算日以後事項

重大及結算日後事項詳情載列於財務報表附註32。

### 核數師

本公司期內委聘德勤•關黃陳方會計師行為本公司核數師。本公司將於股東週年大會提呈決議案重新委聘德勤•關黃陳方會計師行連任本公司核數師。

董事會代表

**郭炳聯**

主席兼行政總裁

二零零零年九月二十二日

### Donations

During the year, the Group made charitable and other donations amounting to HK\$850,000.

### Pre-emptive Rights

There is no provision for pre-emptive rights under the Company's Articles of Association, or the laws of the Cayman Islands, which would oblige the Company to offer new shares on pro-rata basis to existing shareholders.

### Significant and Post Balance Events

Details of significant and post balance sheet events are set out in note 32 to the financial statements.

### Auditors

Messrs Deloitte Touche Tohmatsu were appointed as auditors of the Company during the period. A resolution will be submitted to the annual general meeting of the Company to re-appoint them as auditors.

On behalf of the Board

**Kwok Ping Luen, Raymond**

*Chairman and Chief Executive Officer*

22 September 2000