

## Directors' Report

The directors present their annual report and the audited financial statements for the year ended March 31, 2000.

### CHANGE OF NAME

Pursuant to a special resolution passed at the special general meeting held on July 17, 2000, the name of the Company was changed from Perfect Treasure Holdings Limited (栢寶集團有限公司) to Global China Technology Group Limited (泛華科技集團有限公司), which became effective on July 20, 2000.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company. The activities of its subsidiaries and associates are set out in notes 36 and 37 to the financial statements, respectively.

All of the Group's turnover and loss before taxation are derived from the People's Republic of China, including Hong Kong and Macau.

### RESULTS

The results of the Group for the year ended March 31, 2000 are set out in the consolidated income statement on page 27.

There was no payment of interim dividend to the shareholders during the year. The directors do not recommend the payment of a final dividend.

### FINANCIAL SUMMARY

A financial summary of the Group is set out on page 75.

### SHARE CAPITAL, WARRANTS AND SHARE OPTIONS

Details of movements in the issued share capital, warrants and share options of the Company during the year are set out in notes 21, 22 and 23 to the financial statements, respectively.

## 董事會報告

董事會謹提呈截至二零零零年三月三十一日止年度之年報及經審核財務報表。

### 更改本公司名稱

根據於二零零零年七月十七日舉行之股東特別大會上通過之特別決議案，本公司之名稱將由栢寶集團有限公司 (Perfect Treasure Holdings Limited) 更改為泛華科技集團有限公司 (Global China Technology Group Limited)。新名稱於二零零零年七月二十日起生效。

### 主要業務

本公司為一家投資控股公司，其附屬公司及聯營公司之業務分別載於財務報表附註36及37。

本集團所有營業額及除稅前虧損乃源自中華人民共和國(包括香港及澳門)。

### 業績

本集團截至二零零零年三月三十一日止年度之業績載於第27頁綜合損益表內。

年內並無向股東派發中期股息。董事會並不建議派付末期股息。

### 財務概要

本集團之財務概要載於第75頁

### 股本、認股權證及購股權

本公司之已發行股本、認股權證及購股權之變動詳情，分別載於財務報表附註21、22及23。



## ▼ Directors' Report

### RESERVES

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

### PROPERTY, PLANT AND EQUIPMENT

The Group's land and buildings were revalued as at March 31, 2000 and the resulting deficit arising on revaluation of approximately HK\$3,281,000 has been charged to the consolidated income statement.

Details of this and other movements in the property, plant and equipment of the Group and the Company during the year are set out in note 12 to the financial statements.

### SUBSIDIARIES AND ASSOCIATES

Particulars of the Company's subsidiaries and associates as at March 31, 2000 are set out in notes 36 and 37 to the financial statements, respectively.

### BORROWINGS

Details of the Group's borrowings are set out in note 19 to the financial statements.

No interest was capitalised by the Group during the year.

## ▼ 董事會報告

### 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24。

### 物業、廠房及設備

本集團之土地與樓宇於二零零零年三月三十一日進行重估，所得之重估虧絀約為3,281,000港元已於綜合損益表中扣除。

年內本集團及本公司有關上述及其物業、廠房及設備之其他變動詳情，載於財務報表附註12。

### 附屬公司及聯營公司

本公司之附屬公司及聯營公司於二零零零年三月三十一日之詳情分別載於財務報表附註36及37。

### 貸款

本集團之借貸詳情載於財務報表附註19。

年內本集團概無將利息撥作資本。

### DIRECTORS AND SERVICE CONTRACTS

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

#### Executive directors:

Mr. Ho Tsu Kwok, Charles

何柱國先生

Ms. Judy Inn

邢珠迪小姐

Mr. Terrence Young

楊宏暢先生

Mrs. Sy Wong Chor Fong

施黃楚芳女士

Mr. Wong Shu Yui

黃書銳先生

Mr. Ho Pui Kun, Bacon

何培根先生

Ms. Wong Mung Yiu, Clare

黃夢遙小姐

(appointed on July 20, 2000)

(於二零零零年七月二十日獲委任)

(appointed on July 20, 2000)

(於二零零零年七月二十日獲委任)

(appointed on July 20, 2000)

(於二零零零年七月二十日獲委任)

(resigned on July 20, 2000)

(於二零零零年七月二十日辭任)

(resigned on July 20, 2000)

(於二零零零年七月二十日辭任)

(resigned on July 20, 2000)

(於二零零零年七月二十日辭任)

#### Non-executive directors:

Mr. Leung Chun Ying

梁振英先生

Mr. William Mark Evans

William Mark Evans 先生

Mr. Shigeo Katsuta

勝田滋夫先生

(appointed on July 20, 2000)

(於二零零零年七月二十日獲委任)

(appointed on July 20, 2000)

(於二零零零年七月二十日獲委任)

(resigned on July 20, 2000)

(於二零零零年七月二十日辭任)

#### Independent non-executive directors:

Ms. Wong Siu Ming, Helen

黃秀明小姐

Dr. Tong Yuk Lun, Paul

唐玉麟博士

Mr. Ho Chi Kuen, Dennis

何志權先生

Mr. King Yeo Chi, Ambrose

金耀基先生

(appointed on July 20, 2000)

(於二零零零年七月二十日獲委任)

(appointed on July 20, 2000)

(於二零零零年七月二十日獲委任)

(resigned on July 20, 2000)

(於二零零零年七月二十日辭任)

(resigned on July 20, 2000)

(於二零零零年七月二十日辭任)

### 董事及服務合約

本公司於本年度及直至本年報刊行日期之董事如下：

#### 執行董事：

#### 非執行董事：

#### 獨立非執行董事：

According to bye-law 86(2) of the Company's bye-laws, directors who were appointed by the Board on July 20, 2000 shall hold office until the forcoming annual general meeting of the Company and shall then be eligible for re-election.

None of the directors 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.

根據本公司之公司細則第86(2)條，由董事會於二零零零年七月二十日委任之董事應留任至本公司應屆股東週年大會為止，並可膺選連任。

董事概無與本公司或其任何附屬公司訂立本集團不可於一年內不作補償(法定補償除外)而終止之服務合約。



## Directors' Report

## 董事會報告

### DIRECTORS' INTERESTS IN CONTRACTS

During the year, the Group had transactions with the following company:

<b>Name of company</b> 公司名稱	<b>Nature of transaction</b> 交易性質	<b>Amount</b> 金額 HK\$'000 千港元
Ricoh Photo Products (Asia) Limited 理光相機系列(亞洲)有限公司	Purchase of goods 購貨	35,817

Ricoh Photo Products (Asia) Limited is a company in which Mr. Shigeo Katsuta is a managing director.

In the opinion of the directors not having an interest in the above transactions, these transactions were carried out in the ordinary course of business of the Group and on normal commercial terms.

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

### 董事於合約之權益

年內，本集團曾與下列公司進行交易：

勝田滋夫先生為理光相機系列(亞洲)有限公司之董事總經理。

於上述交易中並無擁有權益之董事認為，該等交易乃於本集團日常業務中按一般商業條款進行。

除上文所披露者外，本公司、其控股公司、其同系附屬公司或其任何附屬公司概無參與訂立任何本公司董事於其中直接或間接擁有重大權益而於年終或年內任何時間仍然生效之重大合約。

## DIRECTORS' INTERESTS IN SHARES AND WARRANTS

As at March 31, 2000, the interests of the directors of the Company and their associates in the shares and warrants of the Company or any of its associated corporations, within the meaning of the Hong Kong 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 or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, were as follows:

## 董事之股份及認股權證權益

於二零零零年三月三十一日，按照本公司根據香港證券（披露權益）條例（「披露權益條例」）第29條而置存之登記冊所載，或根據上市公司董事進行證券交易之標準守則知會本公司及香港聯合交易所有限公司（「聯交所」），本公司各董事或彼等之聯繫人士於本公司或其任何聯營公司所持有之股份及認股權證權益（定義見披露權益條例）如下：

Name of directors 董事姓名		Number of ordinary shares and warrants held 持有之普通股及認股權證數目		
		Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益
Mrs. Sy Wong Chor Fong	施黃楚芳女士			
— shares	— 股份	1,250,000	—	110,559,000(a)
— warrants	— 認股權證	—	—	21,559,595(a)
Mr. Wong Shu Yui*	黃書銳先生*			
— shares	— 股份	2,446,000	250,000 (b)	110,559,000(c)
— warrants	— 認股權證	20,202	—	21,559,595(c)
Mr. Ho Pui Kun, Bacon*	何培根先生*			
— shares	— 股份	—	2,500,000 (d)	—
— warrants	— 認股權證	—	808,080 (d)	—
Ms. Wong Mung Yiu, Clare*	黃夢遙小姐*			
— shares	— 股份	5,550,000	—	—
— warrants	— 認股權證	1,010,101	—	—

\* Mr. Wong Shu Yui, Mr. Ho Pui Kun, Bacon and Ms. Wong Mung Yiu, Clare resigned as the directors of the Company on July 20, 2000.

\* 黃書銳先生、何培根先生及黃夢遙小姐於二零零零年七月二十日辭任本公司董事。

### Notes:

- (a) These shares and warrants are held by Stagelight Group Limited, a company whose entire issued share capital are owned by Fine Garden Group Limited. Fine Garden Group Limited is wholly owned by Mrs. Sy Wong Chor Fong and her family members.
- (b) These shares are held by Ms. Chan Siu Ying, the wife of Mr. Wong Shu Yui.
- (c) These shares and warrants are held by Great Diamond Developments Limited, a company whose entire issued share capital are wholly owned by Mr. Wong Shu Yui and his family members.
- (d) These shares and warrants are held by Ms. Tam Wai Sheung, Josephine, the wife of Mr. Ho Pui Kun, Bacon.

### 附註：

- (a) 該等股份及認股權證由 Stagelight Group Limited 持有，該公司之全部已發行股本由 Fine Garden Group Limited 擁有，而 Fine Garden Group Limited 則由施黃楚芳女士及其家族成員全資擁有。
- (b) 該等股份分別由陳少英女士（黃書銳先生之妻子）持有。
- (c) 該等股份及認股權證由 Great Diamond Developments Limited 持有，Great Diamond Developments Limited 之全部已發行股本由黃書銳先生及其家族成員全資擁有。
- (d) 該等股份及認股權證由譚慧嫦小姐（何培根先生之妻子）持有。



## Directors' Report

Save as disclosed above and other than certain nominee shares in subsidiaries held by Mrs. Sy Wong Chor Fong in trust for the Group, as at March 31, 2000, none of the directors of the Company or any of their associates had any interests in any securities of the Company or any of its subsidiaries or associated corporations as defined in the SDI Ordinance.

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Details of a share option scheme, under which certain directors of the Company have been granted options to subscribe for shares in the Company, are set out in note 23 to the financial statements.

Save as disclosed above, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate. In addition, save as disclosed in note 23 to the financial statements, none of the directors or their spouses or children under the age of 18 had any right to subscribe for the securities of the Company or had exercised any such right during the year.

### SUBSTANTIAL SHAREHOLDERS

Other than the interests of certain directors disclosed under the section headed "Directors' interests in shares and warrants" above, the register of substantial shareholders maintained by the Company pursuant to Section 16(1) of the SDI Ordinance discloses no other person as having an interest representing 10% or more in the issued share capital of the Company as at March 31, 2000.

### MAJOR CUSTOMERS AND SUPPLIERS

For the year ended March 31, 2000, the aggregate amount of turnover attributable to the Group's five largest customers accounted for approximately 77% of the Group's total turnover and the turnover attributable to the Group's largest customer was approximately 23% of the Group's total turnover. The aggregate amount of purchases attributable to the Group's five largest suppliers accounted for approximately 92% of the Group's total purchases and the purchase attributable to the Group's largest supplier was approximately 59% of the Group's total purchases.

None of the directors, their associates or any shareholders (which to the knowledge of the directors owns more than 5% of the Company's share capital) has any interest in any of the Group's five largest customers or suppliers.

## 董事會報告

除上文所披露者及施黃楚芳女士代持有附屬公司之若干股份外，於二零零零年三月三十一日，概無本公司董事或彼等之任何聯繫人士於本公司或其任何附屬公司或聯營公司(定義見披露權益條例)之任何證券中擁有任何權益。

### 董事收購股份或債券之權利

本公司若干董事據之而獲授予購股權以認購本公司股份之購股權計劃詳情載於財務報表附註23。

除上文所披露者外，本公司或其任何附屬公司概無於年內訂立任何安排，使本公司之董事可藉購入本公司或其他任何法人團體之股份或債券而獲益。此外，除財務報表附註23所披露者外，各董事或彼等之配偶或未滿十八歲之子女於年內概無擁有任何認購本公司證券之權利或曾行使任何該等權利。

### 主要股東

除上文「董事之股份及認股權證權益」一節所披露之若干董事之權益外，根據披露權益條例第16(1)條而置存之主要股東名冊所載，並無任何其他人士於二零零零年三月三十一日擁有本公司已發行股本10%或以上之權益。

### 主要客戶及供應商

截至二零零零年三月三十一日止年度，本集團五大客戶所佔之營業額總數，約佔本集團營業總額之77%，而本集團最大客戶所佔之營業額，約佔本集團營業總額之23%；本集團五大供應商所佔之採購總額，約佔本集團採購總額之92%，本集團最大供應商所佔之採購額，約佔本集團採購總額之59%。

據董事會所知，概無任何擁有本公司股本5%以上之董事、其聯繫人士或任何股東擁有本集團五大客戶或供應商之任何權益。

## Directors' Report

### CONVERTIBLE SECURITIES, OPTIONS, WARRANTS OR SIMILAR RIGHTS

Other than the outstanding warrants and share options as set out in notes 22 and 23 respectively to the financial statements, the Company had no outstanding convertible securities, options, warrants or other similar rights as at March 31, 2000.

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Save as disclosed in note 21 to the financial statements, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year.

### PRE-EMPTIVE RIGHTS

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

### CORPORATE GOVERNANCE

The Company has complied throughout the year ended March 31, 2000 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.

### POST BALANCE SHEET EVENTS

Details of the significant post balance sheet events are disclosed in note 38 to the financial statements.

## 董事會報告

### 可換股證券、購股權、認股權證或類似之權利

除財務報表附註22及23所分別載列之未行使認股權證及購股權外，本公司於二零零零年三月三十一日概無未行使可換股證券、購股權、認股權證或其他相類似之權利。

### 購買、出售或贖回上市證券

除財務報表附註21所披露者外，年內本公司或其任何附屬公司概無購買、出售或贖回任何本公司之上市證券。

### 優先購股權

本公司之公司細則或百慕達法例並無有關優先購股權之規定，規定本公司必須按比例基準向現有股東提呈發售新股份。

### 公司管治

本公司在截至二零零零年三月三十一日止年度內一直遵守香港聯合交易所有限公司證券上市規則附表14所載之最佳應用守則。

### 結算日後事項

有關結算日後事項之詳情載於財務報表附註38。



## ▼ Directors' Report

### AUDITORS

The financial statements have been audited by Messrs. Deloitte Touche Tohmatsu. A resolution will be submitted to the forthcoming annual general meeting of the Company to appoint Messrs. Ernst & Young as auditors of the Company.

On behalf of the Board

**Ho Tsu Kwok, Charles**  
CHAIRMAN

Hong Kong, August 17, 2000

## ▼ 董事會報告

### 核數師

財務報表乃由德勤•關黃陳方會計師行審核。於本公司應屆股東週年大會上將提呈一項決議案委任安永會計師事務所為本公司核數師。

承董事會命

**何柱國**  
主席

香港，二零零零年八月十七日