

財務報表附註

Notes to the Financial Statements

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

1. 一般事項

本公司在百慕達註冊成立為受豁免有限公司，其股份在香港聯合交易所有限公司（「聯交所」）上市。

本公司為投資控股公司。各附屬公司及聯營公司之主要業務為設計、製造及銷售各種掌上電子資訊產品，主要為個人數碼助理，電子辭典、傳呼機產品及原件設計生產之電子產品。

在本年度，集團決定停止傳呼機產品運作，停止生產及銷售充電性電池產品運作及停止管理足球隊伍。

2. 主要會計政策概要

編製本財務報表乃根據原始成本慣例，並對部份證券價值作出重估。

編製本財務報表所採用之主要會計政策，與香港一般會計原則相符，詳列如下：

綜合基準

綜合財務報表包括本公司及其附屬公司截至每年三月三十一日止之財務報表。

綜合損益表已包括本年度內收購日期開始或截至出售日期本集團收購或出售之附屬公司及聯營公司之業績。

1. GENERAL

The Company is an exempted company incorporated in Bermuda with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is an investment holding company. The principal activities of its subsidiaries and associates are the design, manufacture and sale of a range of handheld electronic information products, primarily personal digital assistants, electronic dictionaries, pager products and original design manufacturing products.

In the current year, the Group decided to discontinue the pager products operations, the manufacture and sales of rechargeable batteries operation and managing of a football team.

2. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention as modified for revaluation of certain investments in securities.

The financial statements have been prepared in accordance with accounting principles generally accepted in Hong Kong. The principal accounting policies adopted are as follows:

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31st March each year.

The results of subsidiaries and associates acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

財務報表附註 (續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

2. 主要會計政策概要 (續)

綜合基準 (續)

收購附屬公司或聯營公司時產生之商譽或資本儲備乃指收購代價之公平價值與於收購日期賦予可個別分開資產之資產淨值之公平價值之差額，已於收購年度在儲備賬內處理。在出售附屬公司或聯營公司時，計算出售之損益已包括已往在儲備賬處理之商譽。

集團內公司間之所有重大交易及結餘均已於綜合時對銷。

營業額

營業額代表本集團向外界客戶銷售貨品(減去退貨及銷售稅)及提供服務之已收取及應收取之淨額款項。

收入確認

銷售收入於貨品付運及擁有權轉移後，便確認入賬。

服務收入於維修服務提供後，便確認入賬。

股息收入於股東應收之權利確認後，便確認入賬。

銀行存款之利息收入以本金結餘按時間比例配以適用的利率計算。

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

Any goodwill or capital reserve arising on the acquisition of subsidiaries or associates, which represents the difference between the fair value of the purchase consideration and the fair value ascribed to the separable net assets at the date of acquisition, is dealt with through reserves in the year of acquisition. On disposal of a subsidiary or an associate, the attributable amount of goodwill previously eliminated against or credited to reserves is included in the determination of the profit or loss on disposal of the subsidiary or associate.

All significant intercompany transactions and balances within the Group have been eliminated on consolidation.

Turnover

Turnover represents the amounts received and receivable for goods sold, net of returns and sales taxes, and services rendered by the Group to outside customers.

Revenue recognition

Sales of goods are recognised when goods are delivered and title has passed.

Service income is recognised when services are provided.

Dividend income is recognised when the shareholders' rights to receive payment have been established.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the interest rate applicable.

財務報表附註(續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

2. 主要會計政策概要(續)

物業、廠房及設備

物業、廠房及設備是按成本或估值扣除折舊列賬。成本包括該項資產之購買價格及任何用作該項資產轉變到現有可供應用狀況及地點之直接費用。當該資產正式運作後、一切費用支出如維修及保養、徹底檢查等將會按支出之年期列入損益賬，如能清楚地證明該費用之支出能夠提高在未來使用該資產時之經濟效益，可作資本化作該資產之附加成本。

由於集團採用香港會計師公會會計慣例之第十七項七十二段，對物業、機器設備之過渡優惠安排，無需定期對物業、廠房及設備定期估值。故本集團並未對於一九九五年九月三十日前之土地及房產重新估值。在過去幾年，因資產重估之增值已列入重估儲備。該資產如再有減值(指如有而言)，並超越其重估儲備或同類資產時，將作費用處理。若該重估資產出售或不再使用時，其有關之重估增值將轉到保留溢利。

在資產負債表上，租賃物業是從投資物業轉來，其價值為當日轉來之賬面值減去累積折舊及攤銷。於閒置或出售該等物業時，以往保留在重估儲備中之部份，將反影在損益表上。

因出售或撤換資產而產生之收益或虧損乃按該資產之出售收入與賬面價值之差異計算，並確認於損益賬中。

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment

Property, plant and equipment are stated at cost or valuation less depreciation. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its present working condition and location for its intended use. Expenditure incurred after the asset has been put into operation, such as repairs and maintenance and overhaul costs, is normally charged to the income statement in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the asset, the expenditure is capitalised as an additional cost of the asset.

Advantage has been taken of the transitional relief provided by paragraph 72 of Statement of Standard Accounting Practice No. 17 Property, Plant and Equipment issued by the Hong Kong Society of Accountants from the requirement to make regular revaluations of the Group's land and buildings which had been carried at revalued amounts prior to 30th September, 1995, and accordingly no further revaluation of land and buildings is carried out. In previous years, the revaluation increase arising on the revaluation of these assets was credited to the revaluation reserve. Any future decreases in value of these assets will be dealt with as an expense to the extent that they exceed the balance, if any, on the revaluation reserve relating to a previous revaluation of the same asset. On the subsequent sale or retirement of a revalued asset, the attributable revaluation surplus is transferred to retained profits.

Leasehold properties that have been transferred from investment properties are stated in the balance sheet at their carrying value at the date of transfer, less any subsequent accumulated depreciation and amortisation. On the retirement or disposal of such properties, the former attributable revaluation reserve is realised through the income statement.

The gain or loss arising from disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the income statement.

財務報表附註 (續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

2. 主要會計政策概要 (續)

物業、廠房及設備 (續)

當一資產之可收回款項已下降至低於其賬面價值，則其賬面價值將減至其可收回款項。在決定資產可收回款項時，其預計未來之現金流量將不會被折現至其現值。

物業、廠房及設備之折舊乃按其估計可年期採用直線法以下列年率撇銷其成本或估值以計算折舊：

租約物業	2%
物業裝修	25%
傢具、裝置及設備	25%
廠房及機器	15% – 25%
工具及工模	50%
汽車及遊艇	25%

按租購合約持有之資產乃根據其預計可用年限，以自置資產之相同基準計算折舊。

知識產權

購入新產品生產之知識產權權益之成本，均資本化及按估計可用年期或租賃期限、以年期短者，用直線法攤銷。惟情況有變或遞延支出之理據不再存在或存疑時，其支出將於損益中即時支銷。

附屬公司投資

附屬公司乃指本公司直接或間接持有超過半數已發行之股本，或控制超過半數之投票權，或本公司控制它的董事會之組成或相等之管治組織。

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment (Continued)

Where the recoverable amount of an asset has declined below its carrying amount, the carrying amount is reduced to reflect the decline in value. In determining the recoverable amount of assets, expected future cash flows are not discounted to their present values.

Depreciation is provided to write off the cost or valuation of property, plant and equipment, over their estimated useful lives, using the straight line method, at the following rates per annum:

Leasehold properties	2%
Leasehold improvements	25%
Furniture, fixtures and equipment	25%
Plant and machinery	15% – 25%
Toolings and moulds	50%
Motor vehicles and vessels	25%

Assets held under hire purchase contracts are depreciated over their expected useful lives on the same basis as owned assets.

Intellectual property

The cost of acquiring rights to the intellectual property for the production of new products is capitalised and amortised, using the straight line method, over their useful lives from the date of acquisition or the licence period, whichever is the shorter. Where the circumstances which have justified the deferral of the expenditure no longer apply, or are considered doubtful, the expenditure, to the extent to which it is considered to be irrecoverable, will be written off immediately to the income statement.

Investments in subsidiaries

A subsidiary is an enterprise in which the Company, directly or indirectly, holds more than half of the issued share capital, or controls more than half of the voting power, or where the Company controls the composition of its board of directors or equivalent governing body.

財務報表附註(續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

2. 主要會計政策概要(續)

附屬公司投資(續)

於附屬公司之投資按成本減該附屬公司之耗損列賬。

聯營公司權益

聯營公司乃指本集團於該公司具有重大影響力，包括可參與其財務及運作政策之決定之公司。

綜合損益表包括本集團所佔其聯營公司於該年度收購後之業績。而綜合資產負債表則已按本集團所聯營公司之資產淨值列賬。

當本集團與其聯營公司有交易時，其未確認之盈利及虧損，將被剔除至本集團應佔該聯營公司之權益，但不適用於未確認之虧損被證明為耗損資產之轉移。

證券投資

除持有直至到期之債券外，其他分別歸類為投資證券及其他投資。

投資證券指持有之證券有著能確定之長遠策略目的，於隨後之結算日按成本減永久耗損列賬。

其他投資以公允價值及於本期損益表中之未實現損益列賬。

其他資產

其他資產(如有需要)按成本減永久減值準備列賬。

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments in subsidiaries (Continued)

Investments in subsidiaries are included in the Company's balance sheet at cost, as reduced by any impairment losses recognised.

Interests in associates

An associate is an enterprise, over which the Group is in a position to exercise significant influence, including participation in financial and operating policy decisions.

The consolidated income statement includes the Group's share of the post-acquisition results of its associates for the year. In the consolidated balance sheet, interests in associates are stated at the Group's share of the net assets of the associates.

When the Group transacts with its associates, unrealised profits and losses are eliminated to the extent of the Group's interest in the relevant associates, except where unrealised losses provide evidence of an impairment of the asset transferred.

Investments in securities

Investments other than held-to-maturity debt securities are classified as investment securities and other investments.

Investment securities, which are securities held for an identified long-term strategic purpose, are measured at subsequent reporting dates at cost, as reduced by any impairment loss that is other than temporary.

Other investments are measured at fair value, with unrealised gains and losses included in net profit or loss for the year.

Other assets

Other assets are stated at cost less provision, if necessary, for any impairment losses recognised.

財務報表附註 (續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

2. 主要會計政策概要 (續)

存貨

存貨按成本與可變現淨值兩者中之較低者列賬。成本包括所有採購成本及(如適用)轉變成本及其他成本以致令存貨運抵現址及置於現況之開支，乃採用加權平均法計算。可變現淨值為在正常業務下之估計售價減去完成產品製造所需之估計費用及估計之銷售費用。

稅項

稅項之支出乃根據本年度業績就毋須課稅或不獲扣稅之項目作出調整而計算。部份收入及支出項目因在稅務上及賬目上採用不同確認期間而產生時差。因時差產生之稅務影響以負債法於財務報表中確認為遞延稅項，惟只限於確認在可見將來可能實現之負債或資產。

按租購合約持有之資產

按租購合約持有之資產於購買之日期以其公平價值資本化，對租借者之負債減以利息費用已包含於資產負債表上之租購合約債務內。財務費用為分期付款總額與該資產於購買時之公平價值之差額，於有關合約之年期按固定週期性撇銷率於每個會計年內記於損益表內。

經營租約

根據經營租約應付之租金以直線法按租約年期列入損益賬。

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost, which comprises all costs of purchase and, where applicable, costs of conversion and other costs that have been incurred in bringing the inventories to their present location and condition, is calculated using the weighted average cost method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Taxation

The charge for taxation is based on the results for the year as adjusted for items which are non-assessable or disallowed. Timing differences arise from the recognition for tax purposes of certain items of income and expenditure in a different accounting period from that in which they are recognised in the financial statements. The tax effect of timing differences, computed under the liability method, is recognised as deferred taxation in the financial statements to the extent that it is probable that a liability or an asset will crystallise in the foreseeable future.

Assets held under hire purchase contracts

Assets held under hire purchase contracts are capitalised at their fair value at the date of acquisition. The corresponding liabilities to the hirers, net of interest charges, are included in the balance sheet as obligations under hire purchase contracts. The finance costs, which represent the difference between the total hire purchase commitments and the fair value of the assets acquired, are charged to the income statement over the period of the relevant contract so as to produce a constant periodic rate of charge on the remaining balance of the obligations for each accounting period.

Operating leases

Rentals payable under operating leases are charged to the income statement on a straight line basis over the lease terms.

財務報表附註(續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

2. 主要會計政策概要(續)

研究和開發成本

研究和開發費用於支銷之年內列入損益表，除非該期間內正進行一項重大計劃，且有理由預期開發成本將透過未來之商業活動得以收回，該等開發成本將會由該項計劃之商業活動開始日起遞延或於該計劃之年期內平均註銷。

外幣

以外幣計價之交易均按交易日期之滙率或合同議定之結算滙率換算。以外幣為本位之貨幣性資產及負債均按結算日之滙率重新換算。因滙兌而產生之溢利及虧損撥入損益表處理。

於編製綜合賬時，除港幣外以外幣結算之海外經營公司之財務報表均以結算日之滙率換算港幣。滙兌差額撥入儲備中處理。

現金等值項目

現金等值項目乃指可隨時轉換為已知數額之現金及於購入日期起計三個月內到期之短期及高度流通性投資，扣除由借貸日期起計須於三個月內還款之銀行借貸。

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Research and development costs

Expenditure on research and development is charged to the income statement in the period in which it is incurred except where a major project is undertaken and it is reasonably anticipated that development costs will be recovered through future commercial activity. Such development costs are deferred and written off over the life of the project from the date of commencement of commercial operation.

Foreign currencies

Transactions in currencies other than Hong Kong dollars are translated into Hong Kong dollars at the approximate rates ruling on the dates of the transactions or at the contracted settlement rate. Monetary assets and liabilities denominated in currencies other than Hong Kong dollars are re-translated into Hong Kong dollars at the rates ruling on the balance sheet date. Gains and losses arising on exchange are dealt with in the income statement.

On consolidation, the financial statements of overseas operations which are denominated in currencies other than Hong Kong dollars are translated at the rates ruling on the balance sheet date. All exchange differences arising on consolidation are dealt with in the translation reserve.

Cash equivalents

Cash equivalents represent short-term, highly liquid investments which are readily convertible into known amounts of cash and which were within three months of maturity when acquired, less advances from banks repayable within three months from the date of the advance.

財務報表附註 (續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

3. 營業額

3. TURNOVER

		營業額		經營 (虧損)	
		Turnover		溢利之貢獻	
		2001	2000	2001	2000
		千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
主要業務分類	By principal activity:				
持續經營業務	Continuing operations				
生產及銷售：	Manufacture and sale of:				
– 電子辭典	– electronic dictionaries	536,626	482,472	5,326	37,674
– 原件設計生產之電子產品	– ODM electronic products	428,519	226,597	(35,018)	7,003
– 個人數碼助理	– personal digital assistants	263,048	242,450	7,389	11,022
非持續經營業務	Discontinuing operations				
生產及銷售：	Manufacture and sale of:				
– 傳呼機產品	– pager products	357,770	431,652	(186,413)	15,976
– 充電性電池產品	– rechargeable battery products	26,659	22,771	(7,999)	(3,041)
足球隊之管理	Managing a football team	-	-	(9,353)	(12,838)
		1,612,622	1,405,942	(226,068)	55,796
出售租約物業之虧損	Loss on disposal of leasehold properties			(17,778)	-
出售一附屬公司部份權益之虧損	Loss on partial disposal of a subsidiary			(7,542)	-
證券投資之減值撥備	Provision for impairment in value of investment securities			(5,955)	-
利息支出	Interest expenses			(12,912)	(8,325)
出售一聯營公司之虧損	Loss on disposal of an associate			(324)	-
應佔聯營公司業績	Share of results of associates			(2,120)	(1,175)
稅前 (虧損) 溢利	(Loss) profit before taxation			(272,699)	46,296

財務報表附註(續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

3. 營業額(續)

3. TURNOVER (Continued)

		營業額 Turnover		經營(虧損) 溢利之貢獻 Contribution to operating (loss) profit	
		2001 千港元 HK\$'000	2000 千港元 HK\$'000	2001 千港元 HK\$'000	2000 千港元 HK\$'000
按市場地區分類：	By geographical market:				
持續經營業務	Continuing operations				
香港	Hong Kong	112,693	247,604	13,827	29,115
中國、香港除外	The People's Republic of China ("PRC"), other than Hong Kong	358,546	257,970	7,314	11,718
其他亞洲市場	Other Asian markets	566,881	253,141	(44,082)	7,187
北美洲	North America	96,648	123,505	(193)	4,460
歐洲	Europe	20,883	25,551	(78)	988
中東	Middle East	57,347	37,924	761	1,646
其他	Others	15,195	5,824	148	585
非持續經營業務	Discontinuing operations				
香港	Hong Kong	10,640	21,000	(14,866)	(12,061)
中國	PRC	312,404	352,643	(157,255)	9,168
其他亞洲市場	Other Asian markets	33,495	57,505	(17,193)	2,128
北美洲	North America	21,915	19,145	(11,355)	709
歐洲	Europe	5,975	4,130	(3,096)	153
		1,612,622	1,405,942	(226,068)	55,796
出售租約物業之虧損	Loss on disposal of leasehold properties			(17,778)	-
出售一附屬公司 部份權益之虧損	Loss on partial disposal of a subsidiary			(7,542)	-
證券投資之減值撥備	Provision for impairment in value of investment securities			(5,955)	-
利息支出	Interest expenses			(12,912)	(8,325)
出售一聯營公司之虧損	Loss on disposal of an associate			(324)	-
應佔聯營公司業績	Share of results of associates			(2,120)	(1,175)
稅前(虧損)溢利	(Loss) profit before taxation			(272,699)	46,296

財務報表附註 (續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

4. 終止業務

於本年度董事局通過出售生產及銷售傳呼機產品及充電性電池產品之附屬公司及停止足球隊之管理，此等項目出售是貫徹集團長遠性的策略，從而集中本集團核心業務，本集團正積極尋找對以上業務有興趣的買家，同時期望在二零零一年底可以完成出售。

4. DISCONTINUING OPERATIONS

During the year, the board of directors approved a plan to dispose of its subsidiaries engaged in the manufacture and sale of pager products, rechargeable battery products and the managing of a football team. The disposal is consistent with the Group's long-term strategy to focus its activities in other core businesses. The Group is actively seeking buyers for the above mentioned discontinuing operations and hopes to complete the sale by the end of 2001.

5. 其他收入

5. OTHER REVENUE

		2001 千港元 HK\$'000	2000 千港元 HK\$'000
其他收入分析如下：			
Other revenue is analysed as follows:			
原件設備服務收益	ODM services income	9,972	-
滙兌收益	Exchange gain	4,759	7,913
出售物業、廠房和設備 收益(出租物業不計 在內)	Gain on disposal of property, plant and equipment, other than leasehold properties	2,804	-
球賽及贊助收入	Football match and sponsorship income	2,492	5,310
利息收入	Interest income	2,332	1,184
出售廢料	Sales of scrap materials	882	2,634
出售投資證券收益	Gain on disposal of investment securities	515	15,827
其他	Others	21,971	6,076
		45,727	38,944

6. 行政支出

6. ADMINISTRATIVE EXPENSES

		2001 千港元 HK\$'000	2000 千港元 HK\$'000
行政費用包括：			
Administrative expenses include the following:			
出售部份附屬公司虧損	Loss on partial disposal of a subsidiary	7,542	-
證券投資之減值撥備	Provision for impairment in value of investment securities	5,955	-

財務報表附註(續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

7. 經營(虧損)溢利

7. OPERATING (LOSS) PROFIT

		2001 千港元 HK\$'000	2000 千港元 HK\$'000
經營(虧損)溢利 已扣除：	Operating (loss) profit has been arrived at after charging:		
生產新產品許可證之 成本(知識產權)攤銷	Amortisation of intellectual property	1,000	-
核數師酬金	Auditors' remuneration	1,039	811
折舊：	Depreciation:		
自置資產	Owned assets	39,006	31,286
按租購合約持有 之資產	Assets held under hire purchase contracts	223	42
傳呼機存貨減值：	Impairment in value of pager products operations:		
存貨撥備	Provision for inventories	27,877	-
壞賬撥備	Provision for doubtful receivables	67,268	-
		95,145	-
出售物業、廠房及 設備之虧損	Loss on disposal of property, plant and equipment, other than leasehold properties	-	38
租用物業之經營 租約租金	Operating lease rentals in respect of rented premises	8,086	6,754
職工成本(包括附註9 所列之董事酬金及 附註36之退休福利 計劃供款)	Staff costs (including directors' emoluments, stated on note 9 and retirement benefit scheme contributions stated on note 36)	207,731	205,160
知識產權報銷	Write-off of intellectual property	1,000	-

財務報表附註 (續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

8. 利息支出

8. INTEREST EXPENSES

		2001 千港元 HK\$'000	2000 千港元 HK\$'000
應付利息：	Interest on:		
須於五年內全部償還 之銀行借貸	Bank borrowings wholly repayable within five years	11,025	8,319
毋須於五年內全部 償還之銀行借貸	Bank borrowings not wholly repayable within five years	1,697	-
租購合約	Hire purchase contracts	190	6
		12,912	8,325

9. 董事酬金

9. DIRECTORS' EMOLUMENTS

		2001 千港元 HK\$'000	2000 千港元 HK\$'000
董事袍金：	Directors' fees:		
執行董事	Executive	-	-
非執行董事	Non-executive	42	100
獨立非執行董事	Independent non-executive	246	240
		288	340
其他酬金(執行董事)：	Other emoluments (executive directors):		
薪酬及其他福利	Salaries and other benefits	15,104	16,541
退休福利計劃供款	Retirement benefit scheme contributions	354	651
		15,746	17,532

上列之董事酬金包括提供予其中兩位執行董事之住宿津貼2,604,000港元(二零零零年：3,641,000港元)。此津貼為補償因其放棄服務合約中由本集團提供寓所之權利。

The directors' emoluments shown above include housing allowances of HK\$2,604,000 (2000: HK\$3,641,000) payable to two of the executive directors in lieu of the right waived by them under their service contracts for the provision of free residential accommodation.

財務報表附註 (續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

9. 董事酬金 (續)

董事酬金分為下列級別：

9. DIRECTORS' EMOLUMENTS (Continued)

Emoluments of the directors were within the following bands:

		2001	2000
		董事人數	董事人數
		No. of	No. of
		directors	directors
無至1,000,000港元	Nil – HK\$1,000,000	5	7
1,000,001至1,500,000港元	HK\$1,000,001 – HK\$1,500,000	2	1
1,500,001至2,000,000港元	HK\$1,500,001 – HK\$2,000,000	3	3
3,500,001至4,000,000港元	HK\$3,500,001 – HK\$4,000,000	2	–
4,000,001至4,500,000港元	HK\$4,000,001 – HK\$4,500,000	–	1
4,500,001至5,000,000港元	HK\$4,500,001 – HK\$5,000,000	–	1

66

截至二零零一年及二零零零年三月三十一日止年度，本集團並無支付酬金予董事作為吸引彼等加入或於加入本集團時之條件或作為喪失職位之補償。此外，除上文披露者外，董事概無放棄任何酬金。

During the years ended 31st March, 2001 and 2000, no emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office. In addition, no directors waived any emoluments other than as disclosed above.

10. 職員薪金

於二零零一年及二零零零年，最高薪五位人士皆為董事，其酬金之詳情列於上述附註9。

10. EMPLOYEES' EMOLUMENTS

The five highest paid individuals in the Group in 2001 and 2000 were all directors of the Company and details of their emoluments are included in note 9 above.

財務報表附註 (續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

11. 稅項撥回 (支出)

11. TAXATION CREDIT (CHARGE)

		2001 千港元 HK\$'000	2000 千港元 HK\$'000
撥回 (支出) 包括：	The credit (charge) comprises:		
香港利得稅	Hong Kong Profits Tax		
本年度	Current year	-	(3,482)
過往年度撥備超額 (不足)	Over(under)provision in prior years	340	(388)
		340	(3,870)
海外稅項	Overseas taxation	(1,240)	(11)
		(900)	(3,881)
遞延稅項 (附註27)	Deferred taxation (note 27)	2,609	(429)
		1,709	(4,310)

本集團於本年度發生虧損，所以並未為香港利得稅作出撥備。

於二零零零年三月三十一日止年度，香港利得稅乃就該年度估計應課稅溢利按稅率16%計算。

本集團在中國之附屬公司及聯營公司乃中外合資企業，此等公司享有免稅期及免稅優待，本集團部份中國之附屬公司於本年度享有百分之五十應付稅項優待。

遞延稅項詳情載於附註27。

No provision for Hong Kong Profits Tax has been made in the financial statements as the Group incurred tax losses for the year.

For the year ended 31st March, 2000, Hong Kong Profits Tax was calculated at 16% of the estimated assessable profit for that year.

As the Group's subsidiaries and associates in the PRC are Sino-foreign joint venture enterprises, they are eligible for certain tax holidays and concessions. Certain of the Group's subsidiaries in the PRC are subject to a 50% reduction in respect of the income tax charged for the year.

Details of deferred taxation are set out in note 27.

12. 股東應佔 (虧損) 溢利

在本集團股東應佔虧損270,139,000港元(二零零零年：溢利41,986,000港元)內，其中207,681,000港元之虧損(二零零零年：溢利687,000港元)已於本公司財務報表內處理。

12. (LOSS) PROFIT ATTRIBUTABLE TO SHAREHOLDERS

Of the Group's loss attributable to shareholders of HK\$270,139,000 (2000: profit of HK\$41,986,000), a loss of HK\$207,681,000 (2000: a profit of HK\$687,000) has been dealt with in the financial statements of the Company.

財務報表附註(續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

13. 股息

13. DIVIDENDS

		2001 千港元 HK\$'000	2000 千港元 HK\$'000
中期股息每股零港仙 (二零零零年每股 0.5港仙)	Interim dividend of HKnil cent (2000: HK0.5 cent) per share, paid	-	5,060
建議末期股息每股 零港仙(二零零零年 每股0.5港仙)	Final dividend of HKnil cent (2000: HK0.5 cent) per share, proposed	-	5,941
		-	11,001

68

14. 每股(虧損)盈利

每股基本(虧損)盈利乃按下列數
據計算：

14. (LOSS) EARNINGS PER SHARE

The calculation of the basic (loss) earnings per share is based on
the following data:

		2001	2000
用作計算每股基本及攤薄 (虧損)盈利之(虧損) 盈利：	(Loss) earnings for the purposes of basic and diluted (loss) earnings per share:		
本年度(虧損)盈利	(Loss) profit for the year	HK\$(270,139,000)	HK\$41,986,000
用作計算每股基本(虧損) 盈利之普通股加權 平均數	Weighted average number of ordinary shares for the purposes of basic (loss) earnings per share	1,182,656,887	1,012,769,472

於二零零零年之每股攤薄盈利乃
根據溢利約41,986,000港元及是年
已發行之普通股，及經調節後之
未行使認股權所產生的攤薄影響
之加權平均數1,023,064,370計
算。

於二零零一年，由於認股權之行
使會導致每股虧損減少，故並無
計算每股攤薄虧損。

In 2000, the calculation of diluted earnings per share is based on
the profit for the year of approximately HK\$41,986,000 and on
the weighted average number of ordinary shares of
1,023,064,370, after adjustment for the effect of dilutive potential
ordinary shares which arose from share options outstanding during
the year.

In 2001, no diluted loss per share has been presented as the
exercise of the share options would result in a reduction in the
loss per share.

財務報表附註 (續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

15. 物業廠房及設備

15. PROPERTY, PLANT AND EQUIPMENT

		租約物業	物業裝修	傢俱裝置 及設備	廠房 及機器	工具 及工模	汽車 及遊艇	總額
		Leasehold properties	Leasehold improve- ments	Furniture, fixtures and equip- ment	Plant and machi- nery	Toolings and moulds	Motor vehicles and vessels	Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
本集團	THE GROUP							
成本或估值	COST OR VALUATION							
於二零零零年 四月一日	At 1st April, 2000	249,426	21,892	69,152	79,829	42,573	9,167	472,039
滙兌調整	Exchange realignment	-	-	(124)	-	-	(8)	(132)
添置	Additions	960	3,126	14,049	10,575	18,844	1,367	48,921
出售	Disposals	(65,328)	(1,560)	(4,155)	(848)	(1,767)	(5,357)	(79,015)
於二零零一年 三月三十一日	At 31st March, 2001	185,058	23,458	78,922	89,556	59,650	5,169	441,813
折舊	DEPRECIATION							
於二零零零年 四月一日	At 1st April, 2000	24,022	16,819	47,090	37,527	28,638	6,278	160,374
滙兌調整	Exchange realignment	-	-	(62)	-	-	(3)	(65)
本年度撥備	Provided for the year	5,216	2,418	10,597	10,209	9,439	1,350	39,229
出售後扣除	Eliminated on disposals	(5,429)	(404)	(2,194)	(378)	(1,384)	(3,778)	(13,567)
於二零零一年 三月三十一日	At 31st March, 2001	23,809	18,833	55,431	47,358	36,693	3,847	185,971
賬面淨值	NET BOOK VALUES							
於二零零一年 三月三十一日	At 31st March, 2001	161,249	4,625	23,491	42,198	22,957	1,322	255,842
於二零零零年 三月三十一日	At 31st March, 2000	225,404	5,073	22,062	42,302	13,935	2,889	311,665

財務報表附註(續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

15. 物業廠房及設備(續)

於本年度出售一批曾估值的租約物業，剩餘的資產面值包括物業、廠房及機器則以成本減累積折舊計算。

上列本集團租約物業之賬面淨值包括：

15. PROPERTY, PLANT AND EQUIPMENT (Continued)

The leasehold properties stated at valuation were disposed of during the year. The remaining assets in property, plant and equipment are carrying at cost less accumulated depreciation.

The net book value of leasehold properties of the Group shown above comprises:

	2001 千港元 HK\$'000	2000 千港元 HK\$'000
位於香港土地，中期租約 In Hong Kong, medium-term leases	107,685	170,739
位於中國土地，中期租約 In the PRC, medium-term leases	53,564	54,665
	161,249	225,404

根據一項一九九三年六月一日訂立之協議，本集團取得一幅為期五十年由中方提供在東莞之土地使用權，是項土地使用權，連同上蓋之建築物樓房費賬面淨值為44,092,000港元。在同一協議內，本集團亦承諾需每年對有關之土地使用支付管理費，為期50年。有關來年之付款承諾，亦已在附註39項中租約承擔內披露。

物業、廠房及設備之賬面淨值包括按租購合約持有之資產5,552,000港元(二零零零年：107,000港元)。

Pursuant to an agreement dated 1st June, 1993, the Group obtained from a PRC party the right to use a piece of land in Dongguan, PRC for a period of 50 years. The net book value of the land use right together with buildings erected thereon, which has already been included under leasehold properties, amounted to HK\$44,092,000. Under the same agreement, the Group is committed to pay an annual management fee relating to the use of land over 50 years. The related commitment payable in the following year is disclosed as a lease commitment in note 39.

The net book value of property, plant and equipment includes an amount of HK\$5,552,000 (2000: HK\$107,000) in respect of assets held under hire purchase contracts.

財務報表附註 (續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

16. 知識產權

16. INTELLECTUAL PROPERTY

		千港元 HK\$'000
本集團 成本	THE GROUP COST	
於本年度購買及於 二零零一年三月三十一日值	Acquired during the year and balance at 31st March, 2001	2,000
攤銷	AMORTISATION	
本年度撥備	Provided for the year	1,000
本年度報銷	Written off for the year	1,000
於二零零一年三月三十一日	At 31st March, 2001	2,000
賬面淨值	NET BOOK VALUE	
於二零零一年三月三十一日	At 31st March, 2001	-

17. 於附屬公司投資

17. INVESTMENTS IN SUBSIDIARIES

		本公司 THE COMPANY	
		2001	2000
		千港元 HK\$'000	千港元 HK\$'000
非上市投資	Unlisted investments	118,163	118,163
非上市股份	Unlisted shares	100,369	-
減：證券投資之減值撥備	Less: provision for impairment in value	(151,371)	-
		67,161	118,163

非上市股份之現存價值，乃根據本公司按一項一九九三年進行之集團改組而成為本集團最終控股公司之日，本集團應佔附屬公司基本資產淨值之賬面值計算。

各附屬公司於年終時或本年度內任何時間概無任何尚未償還之借貸資本。

主要附屬公司詳情載列於附註42。

The carrying value of the unlisted investments is based on the book values of the underlying net assets of the subsidiaries attributable to the Group at the date on which the Company became the holding company of the Group under a group reorganisation in 1993.

None of the subsidiaries had any loan capital outstanding at the end of the year or at any time during the year.

Details of the principal subsidiaries are set out in note 42.

財務報表附註(續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

18. 於聯營公司權益

18. INTERESTS IN ASSOCIATES

		本集團 THE GROUP	
		2001	2000
		千港元	千港元
		HK\$'000	HK\$'000
應佔資產淨值	Share of net assets	22,278	20,428

主要聯營公司詳情載列於附註42。

Details of the principal associates are set out in note 42.

19. 證券投資

19. INVESTMENTS IN SECURITIES

		本集團 THE GROUP	
		2001	2000
		千港元	千港元
		HK\$'000	HK\$'000
股本證券：	Equity securities:		
上市，香港	Listed, Hong Kong	299	736
非上市	Unlisted	47,985	6,058
		48,284	6,794
上市股份之市值	Market value of listed shares	299	2,818

以上包括本集團投資約32,000,000港元於優網科技有限公司，佔其股權為19.69%。優網科技有限公司於香港註冊，其主要業務為出版醫學書籍及投資控股。

Included above is the Group's investment in Net Plus Company Limited ("Net Plus"), a company incorporated in Hong Kong, amounting to approximately HK\$32 million. The investment represents a 19.69% holding of equity interests of Net Plus. Net Plus is engaged in the publishing of a health care magazine and investment holding.

財務報表附註 (續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

20. 其他資產

20. OTHER ASSETS

		本集團 THE GROUP	
		2001	2000
		千港元 HK\$'000	千港元 HK\$'000
會所債券，成本值	Club debenture, at cost	466	466

董事認為，會所債券價值至少相等於其所記錄之價值。

In the opinion of the directors, the club debenture is worth at least its carrying value.

21. 存貨

21. INVENTORIES

		本集團 THE GROUP	
		2001	2000
		千港元 HK\$'000	千港元 HK\$'000
原料	Raw materials	140,208	153,078
在製品	Work in progress	54,635	82,646
製成品	Finished goods	94,881	101,933
		289,724	337,657

以上包括原材料9,389,000港元(二零零零年：18,162,000港元)，在製品3,050,000港元(二零零零年：1,687,000港元)及製成品4,339,000港元(二零零零年：6,288,000港元)，這些均為可變現淨值。

Included above are raw materials of HK\$9,389,000 (2000: HK\$18,162,000), work in progress of HK\$3,050,000 (2000: HK\$1,687,000) and finished goods of HK\$4,339,000 (2000: HK\$6,288,000) which are carried at net realisable value.

財務報表附註(續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

22. 應收購貨賬款

集團給予客戶的貨物付款期平均為60至90日。

以下乃為資產負債表上的應收購貨賬款分析：

22. TRADE RECEIVABLES

The Group allows an average credit period of 60-90 days to its trade customers.

The following is an aged analysis of trade receivables at the balance sheet date:

		2001 千港元 HK\$'000	2000 千港元 HK\$'000
零至60天	0-60 days	117,402	170,923
61至90天	61-90 days	29,364	11,297
超過90天	Over 90 days	38,857	109,992
		185,623	292,212

74

23. 其他應收賬款

其他應收賬款包括出售租約物業總值為35,500,000港元(二零零零年：零港元)。

23. OTHER RECEIVABLES

Included in other receivables are proceeds from disposal of leasehold properties amounting to HK\$35,500,000 (2000: HK\$Nil).

24. 應付購貨賬款

以下乃為資產負債表上的應用購貨賬款分析：

24. TRADE PAYABLES

The following is an aged analysis of trade payables at the balance sheet date:

		2001 千港元 HK\$'000	2000 千港元 HK\$'000
零至60天	0-60 days	63,952	159,720
61至90天	61-90 days	26,834	6,492
超過90天	Over 90 days	65,939	5,921
		156,725	172,133

財務報表附註 (續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

25. 銀行借貸

25. BANK BORROWINGS

		本集團 THE GROUP	
		2001	2000
		千港元 HK\$'000	千港元 HK\$'000
銀行借貸	Bank loans	103,562	110,633
信託收據貸款	Trust receipt loans	75,428	69,437
銀行透支	Bank overdrafts	41,966	21,661
按揭貸款	Mortgage loans	-	5,853
		220,956	207,584
分析為：	Analysed as:		
有抵押	Secured	161,459	150,482
無抵押	Unsecured	59,497	57,102
		220,956	207,584
償還期限如下：	Repayable as follows:		
不超過一年或按通知	Within one year or on demand	181,571	161,398
一年以上但不超過兩年	More than one year, but not exceeding two years	9,195	22,463
兩年以上但不超過五年	More than two years, but not exceeding five years	20,204	23,723
五年以上	More than five years	9,986	-
		220,956	207,584
減：列於流動負債項下 須於一年內償還 之款項	Less: Amount due within one year, included under current liabilities	181,571	161,398
須於一年內償還之款項	Amount due after one year	39,385	46,186

財務報表附註(續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

26. 租購合約債務

26. OBLIGATIONS UNDER HIRE PURCHASE CONTRACTS

76

		本集團 THE GROUP	
		2001	2000
		千港元	千港元
		HK\$'000	HK\$'000
租購合約債務之償還期限如下：	The maturity of obligations under hire purchase contracts is as follows:		
不超過一年	Within one year	2,525	27
一年以上但不超過兩年	More than one year, but not exceeding two years	1,922	70
兩年以上但不超過五年	More than two years, but not exceeding five years	724	-
		5,171	97
減：列於流動負債下須於一年內償還之款項	Less: Amount due within one year, included under current liabilities	2,525	27
須於一年後償還之款項	Amount due after one year	2,646	70

27. 遞延稅項

27. DEFERRED TAXATION

		本集團 THE GROUP	
		2001	2000
		千港元	千港元
		HK\$'000	HK\$'000
結餘承前	Balance brought forward	2,609	2,180
本年度(撥回)支出 (附註11)	(Written-back) provided for the year (note 11)	(2,609)	429
結餘結轉	Balance carried forward	-	2,609

財務報表附註 (續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

27. 遞延稅項 (續)

於結算日，遞延稅項負債(資產)之主要結構，撥備及尚未撥備情況如下：

27. DEFERRED TAXATION (Continued)

At the balance sheet date, the major components of deferred taxation liability (asset), provided and unprovided, are as follows:

		本集團 THE GROUP			
		本集團撥備 Provided		尚未撥備 Unprovided	
		2001	2000	2001	2000
		千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
因時差而產生之 稅項影響：	Tax effect of timing differences attributable to:				
稅項折舊減免額 高於折舊額	Excess of tax allowances over depreciation	-	2,609	546	-
稅項損失	Tax losses	-	-	(26,595)	-
		-	2,609	(26,049)	-

遞延稅項資產可作用抵銷未來利潤，但並沒有計入財務報表內，因在可見將來未能確認該項資產可被使用。

A deferred tax asset in respect of tax losses available to offset future profits has not been recognised in the financial statements as it is not certain that the tax losses will be utilised in the foreseeable future.

本公司在本年度或結算日均無未撥備之重大遞延稅項。

The Company had no significant unprovided deferred taxation for the year or at the balance sheet date.

財務報表附註(續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

28. 股本

28. SHARE CAPITAL

		股份數目 Number of shares	千港元 HK\$'000
每股面值0.10港元股份	Shares of HK\$0.10 each		
法定：	Authorised:		
二零零零年三月三十一日	At 31st March, 2000 and		
及二零零一年三月三十一日	31st March, 2001	1,500,000,000	150,000
已發行及繳足：	Issued and fully paid:		
一九九九年四月一日	At 1st April, 1999	1,004,301,029	100,430
行使優先認股權	Exercise of share options	11,740,000	1,174
配售股份	Placement of shares	100,000,000	10,000
二零零零年四月一日	At 1st April, 2000	1,116,041,029	111,604
行使優先認股權	Exercise of share options	3,360,000	336
配售股份	Placement of shares	70,000,000	7,000
回購及註銷股份	Shares repurchased and cancelled	(3,100,000)	(310)
二零零一年三月三十一日	At 31st March, 2001	1,186,301,029	118,630

於二零零零年四月十日，本公司發行每股0.10港元之20,000,000新股，每股作價1.30港元，作為購入一投資項目之代價。於二零零零年四月三十日，本公司發行每股0.10港元之50,000,000新股，作價每股1.27港元，給予獨立第三者。該收入將用作提供本集團新增之營運資金。此等新股份是根據一九九九年八月二十三日本公司股東週年大會之一般授權所附予董事會通過發行，並享有所有已發行股份之同等權利。

On 10th April, 2000, the Company issued 20,000,000 new shares of HK\$0.10 each at a price of HK\$1.30 per share as a consideration for the acquisition of an investment. On 30th April, 2000, the Company issued 50,000,000 new shares of HK\$0.10 each at a price of HK\$1.27 per share to an independent third party. The proceeds were used to provide additional working capital of the Group. These new shares were issued under the general mandate granted to the directors at the annual general meeting of the Company held on 23rd August, 1999 and rank pari passu with other shares in issue in all respects.

財務報表附註 (續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

28. 股本 (續)

於本年度，本公司通過聯交所回購本公司之股份如下：

28. SHARE CAPITAL (Continued)

During the year, the Company had repurchased its own shares through the Stock Exchange as follows:

回購月份	每股面值 0.10 港元 之普通股數目 No. of ordinary shares of HK\$0.10 each	每股價格		已繳價格總額
		最高	最低	
Month of repurchase		Price per share		Aggregate consideration paid
		Highest	Lowest	
		港元 HK\$	港元 HK\$	港元 HK\$
二零零零年四月 April, 2000	748,000	0.84	0.79	610,940
二零零零年七月 July, 2000	2,352,000	0.81	0.67	1,791,060

以上股份已在回購後註銷。

The above shares were cancelled upon repurchase.

本公司之附屬公司並無購買、出售或購回本公司之股份。

None of the Company's subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

29. 優先認股計劃

依據一九九三年一月八日採納之優先認股計劃，本公司可向合資格僱員（包括本公司或任何附屬公司之執行董事）授出優先認股權，彼等可按相等於優先認股權授出日期前五個交易日股份在聯交所之平均收市價 80% 與股份面值兩者中之較高價格認購本公司股份。根據優先認股計劃授出之優先認股權而發行之股份數目，最多不得超逾本公司當時之已發行股本 10%。

29. SHARE OPTION SCHEME

Pursuant to a share option scheme adopted on 8th January, 1993, the Company may grant options to eligible employees, including executive directors, of the Company or any of its subsidiaries to subscribe for shares in the Company at a price equal to the higher of the nominal value of the shares and 80% of the average of the closing prices of the shares on the Stock Exchange on the five trading days immediately preceding the date of grant of the options. The maximum number of shares in respect of which options may be granted under the share option scheme may not exceed 10% of the issued share capital of the Company from time to time.

財務報表附註 (續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

29. 優先認股計劃 (續)

優先股權之數目於本年內之變動及於二零零一年三月三十一日之結餘如下：

29. SHARE OPTION SCHEME (Continued)

The movement in the number of share options during the year and the balance outstanding at 31st March, 2001 are as follows:

認購價 Exercise price per share 港元 HK\$	二零零零年 四月一日 At 1st April, 2000	已於年內 行使 Exercised during the year	已於年內 註銷 Cancelled during the year	二零零一年 三月三十一日 At 31st March, 2001	行使期限 Exercisable period
1.07	610,000	-	610,000	-	一九九六年二月九日至二零零一年二月九日前之最後工作日 9th February, 1996 to the business day preceding 9th February, 2001
0.28	1,200,000	600,000	-	600,000	一九九六年六月七日至二零零一年六月七日前之最後工作日 7th June, 1996 to the business day preceding 7th June, 2001
0.24	680,000	-	300,000	380,000	一九九七年三月十五日至二零零二年三月十五日前之最後工作日 15th March, 1997 to the business day preceding 15th March, 2002
0.32	850,000	-	-	850,000	一九九八年一月二十七日至二零零三年一月八日前之最後工作日 27th January, 1998 to the business day preceding 8th January, 2003
0.49	2,500,000	-	-	2,500,000	一九九八年四月八日至二零零三年一月八日前之最後工作日 8th April, 1998 to the business day preceding 8th January, 2003
0.39	11,800,000	50,000	150,000	11,600,000	一九九九年二月六日至二零零三年一月八日前之最後工作日 6th February, 1999 to the business day preceding 8th January, 2003
0.38	8,880,000	2,710,000	190,000	5,980,000	二零零零年四月二十二日至二零零三年一月八日前之最後工作日 22nd April, 2000 to the business day preceding 8th January, 2003
0.47	150,000	-	-	150,000	二零零零年八月十三日至二零零三年一月八日前之最後工作日 13th August, 2000 to the business day preceding 8th January, 2003
0.65	9,760,000	-	1,070,000	8,690,000	二零零一年二月八日至二零零三年一月八日前之最後工作日 8th February, 2001 to the business day preceding 8th January, 2003
	36,430,000	3,360,000	2,320,000	30,750,000	

財務報表附註 (續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

30. 儲備

30. RESERVES

		投資物業	租約物業	資本	特殊儲備	商譽儲備	匯兌儲備	保留溢利	總額	
		股份溢價	重估儲備	重估儲備						贖回儲備
		Investment properties	Leasehold properties	Capital redemption	Special reserve	Goodwill reserve	Exchange reserve	Retained profits	Total	
		Share premium account	revaluation reserve	revaluation reserve	reserve	reserve	reserve	profits	Total	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
本集團	THE GROUP									
一九九九年四月一日	At 1st April, 1999	212,039	6,390	3,483	105	(60,819)	(152)	1,442	285,151	447,639
行使優先認股權之溢價	Premium arising on exercise of share options	3,650	-	-	-	-	-	-	-	3,650
配授股權之溢價	Premium arising from placement of shares	116,000	-	-	-	-	-	-	-	116,000
發行股份之費用	Share issue expenses	(2,757)	-	-	-	-	-	-	-	(2,757)
海外業務換算之滙兌差額	Exchange difference on translation of overseas operations	-	-	-	-	-	216	-	-	216
本年度利潤	Profit for the year	-	-	-	-	-	-	41,986	-	41,986
股息	Dividends	-	-	-	-	-	-	(11,001)	-	(11,001)
二零零零年四月一日	At 1st April, 2000	328,932	6,390	3,483	105	(60,819)	(152)	1,658	316,136	595,733
行使優先認股權之溢價	Premium arising on exercise of share options	881	-	-	-	-	-	-	-	881
配授股權之溢價	Premium arising from placement of shares	58,500	-	-	-	-	-	-	-	58,500
因發行股份用作收購一項投資所產生之溢價	Premium arising from shares issued for acquisition of an investment	24,000	-	-	-	-	-	-	-	24,000
於回購股份時對銷	Eliminated on share repurchase	(2,092)	-	-	-	-	-	-	-	(2,092)
回購股份之費用	Share repurchase expenses	(9)	-	-	-	-	-	-	-	(9)
於出售租約物業時釋放	Released upon disposal of leasehold properties	-	(6,390)	(3,483)	-	-	-	-	3,483	(6,390)
因收購一間附屬公司而產生	Arising from acquisition of a subsidiary	-	-	-	-	(15,550)	-	-	-	(15,550)
因收購聯營公司而產生	Arising from acquisition of associates	-	-	-	-	(8,218)	-	-	-	(8,218)
換算海外業務之滙兌差異	Exchange difference on translation of overseas operations	-	-	-	-	-	(332)	-	-	(332)
本年度虧損	Loss for the year	-	-	-	-	-	-	(270,139)	-	(270,139)
二零零一年三月三十一日	At 31st March, 2001	410,212	-	-	105	(60,819)	(23,920)	1,326	49,480	376,384
應屬於：	Attributable to:									
本公司及附屬公司	The Company and its subsidiaries	410,212	-	-	105	(60,819)	(15,702)	1,326	64,247	399,369
聯營公司	Associates	-	-	-	-	-	(8,218)	-	(14,767)	(22,985)
		410,212	-	-	105	(60,819)	(23,920)	1,326	49,480	376,384

財務報表附註 (續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

30. 儲備 (續)

上表所列者包括以下本集團所攤佔之聯營公司收購後儲備：

30. RESERVES (Continued)

Included in the above are the following Group's share of the post acquisition reserves of the associates:

		累計虧損	
		Accumulated losses	
		2001	2000
		千港元	千港元
		HK\$'000	HK\$'000
於四月一日	At 1st April	(12,647)	(11,472)
年內攤佔聯營公司業績	Share of associates' results during the year	(2,120)	(1,175)
於三月三十一日	At 31st March	(14,767)	(12,647)

特殊儲備指所收購之附屬公司之股份面值與本公司於本公司股份在一九九三年上市前集團改組時就收購事項而發行之股份面值之差額。

The special reserve represents the difference between the nominal value of the shares of the acquired subsidiaries and the nominal value of the Company's shares issued for the acquisition at the time of the group reorganisation prior to the listing of the Company's shares in 1993.

財務報表附註 (續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

30. 儲備 (續)

30. RESERVES (Continued)

		股份溢價	資本 贖回儲備	實繳 盈餘	保留 溢利	總額
		Share premium account	Capital redemption reserve	Contributed surplus	Retained profits (Accumulated losses)	Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
本公司	THE COMPANY					
一九九九年四月一日	At 1st April, 1999	212,039	105	58,086	121,164	391,394
行使優先認股權之溢價	Premium arising on exercise of share options	3,650	-	-	-	3,650
配售股份之溢價	Premium arising from placement of shares	116,000	-	-	-	116,000
發行股份之費用	Share issue expenses	(2,757)	-	-	-	(2,757)
本年度溢利 (附註 12)	Profit for the year (note 12)	-	-	-	687	687
股息	Dividends	-	-	-	(11,001)	(11,001)
二零零零年四月一日	At 1st April, 2000	328,932	105	58,086	110,850	497,973
行使優先認股權之溢價	Premium arising on exercise of share options	881	-	-	-	881
配售股份之溢價	Premium arising from placement of shares	82,500	-	-	-	82,500
抵銷購買股票	Eliminated on share repurchase	(2,092)	-	-	-	(2,092)
購買股票費用	Share repurchase expenses	(9)	-	-	-	(9)
本年度虧損 (附註 12)	Loss for the year (note 12)	-	-	-	(207,681)	(207,681)
二零零一年三月三十一日	At 31st March, 2001	410,212	105	58,086	(96,831)	371,572

實繳盈餘乃附屬公司被本公司收購當日之綜合股東資金與本公司股份於一九九三年上市前集團改組時因該項收購而發行之本公司股份面值之差額。

The contributed surplus represents the difference between the consolidated shareholders' funds of the subsidiaries at the date on which they were acquired by the Company and the nominal amount of the Company's shares issued for the acquisition at the time of the group reorganisation prior to the listing of the Company's shares in 1993.

財務報表附註(續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

30. 儲備(續)

根據百慕達一九八一年公司法(經修訂)，一間公司之實繳盈餘賬可供分派。然而，本公司在下列情況下，不得自實繳盈餘賬中宣派或派付股息：

- (a) 在其負債到期時無法償還，或在作出派付後無法償還負債；或
- (b) 其資產之可變現價值低於其負債及已發行股本及股份溢價賬之總值。

本公司在二零零一年三月三十一日並沒有任何儲備分派給股東(二零零零年有168,936,000港元分派)。

30. RESERVES (Continued)

Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus account of the Company is available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus, if:

- (a) it is, or would after the payment be, unable to pay its liabilities as they become due; or
- (b) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

The Company did not have any reserves available for distribution to shareholders at 31st March, 2001 (2000: HK\$168,936,000).

財務報表附註 (續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

31. 除稅前(虧損)溢利就 經營業務之現金流出 量淨額所作之調節

31. RECONCILIATION OF (LOSS) PROFIT BEFORE TAXATION TO NET CASH OUTFLOW FROM OPERATING ACTIVITIES

		2001 千港元 HK\$'000	2000 千港元 HK\$'000
除稅前(虧損)溢利	(Loss) profit before taxation	(272,699)	46,296
利息收入	Interest income	(2,332)	(1,184)
利息支出	Interest expenses	12,912	8,325
應佔聯營公司業績	Share of results of associates	2,120	1,175
除稅前及未計利息前 經營(虧損)溢利	Operating (loss) profit before taxation and interest	(259,999)	54,612
知識產權之攤銷	Amortisation of intellectual property	1,000	-
知識產權之撇賬	Write-off of intellectual property	1,000	-
折舊	Depreciation	39,229	31,328
出售租約物業之虧損	Loss on disposal of leasehold properties	17,778	-
出售物業、廠房及設備、 及其他租約物業之 (虧損)溢利	Loss (gain) on disposal of property, plant and equipment, other than leasehold properties	(2,804)	38
出售一附屬公司部份股份 之虧損	Loss on partial disposal of a subsidiary	7,542	-
出售一聯營公司之虧損	Loss on disposal of an associate	324	-
出售投資證券之收益	Gain on disposal of investment securities	(515)	(15,827)
證券投資之減值撥備	Provision for impairment in value of investment securities	5,955	-
傳呼機之減值	Impairment in value of pager products operations:		
- 存貨之撥備	- provision for inventories	27,877	-
- 應收賬款呆賬之撥備	- provision for doubtful receivables	67,268	-
存貨之減少(增加)	Decrease (increase) in inventories	20,031	(113,239)
應收購貨賬款之減少(增加)	Decrease (increase) in trade receivables	39,282	(86,688)
其他應收賬款之減少(增加)	Decrease (increase) in other receivables	9,204	(22,910)
應收聯營公司賬款之增加	Increase in amounts due from associates	(16,090)	(18)
應付購貨賬款之增加(減少)	(Decrease) increase in trade payables	(15,559)	58,839
其他應付賬款之增加	Increase in other payables	9,500	47,818
客戶按金之減少	Decrease in deposits from customers	(16,717)	(7,341)
應付一聯營公司賬款之 增加(減少)	(Decrease) increase in amount due to an associate	(816)	1,270
經營業務之現金(流出) 流入量淨額	Net cash outflow from operating activities	(66,510)	(52,118)

財務報表附註(續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

32. 一附屬公司之收購

32. PURCHASE OF A SUBSIDIARY

		2001 千港元 HK\$'000	2000 千港元 HK\$'000
購得之資產淨值：	Net assets acquired:		
知識產權	Intellectual property	2,000	-
商譽	Goodwill	15,550	-
		17,550	-
予付清：	Satisfied by:		
獲分配一附屬公司 的股份	Allotment of shares of a subsidiary of the Company	17,550	-

財務報表附註 (續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

33. 年內融資 變動之分析

33. ANALYSIS OF CHANGES IN FINANCING DURING THE YEAR

		股本及股份 溢價	銀行貸款	按揭貸款	租購合 約債務
		Share capital and share premium	Bank loans	Mortgage loans	Obligations under hire purchase contracts
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
於一九九九年四月一日	At 1st April, 1999	312,469	70,432	19,711	123
行使優先認股權所發行 之股份	Issue of shares upon exercise of share options	4,824	-	-	-
配授股份	Placement of shares	126,000	-	-	-
發行股份之費用	Share issue expenses	(2,757)	-	-	-
所獲之銀行新貸款	New bank loans obtained	-	62,171	-	-
償還借款	Repayment of borrowings	-	(21,970)	(13,858)	(26)
於二零零零年四月一日	At 1st April, 2000	440,536	110,633	5,853	97
行使優先認股權所發行 之股份	Issue of shares upon exercise of share options	1,217	-	-	-
配授股份	Placement of shares	63,500	-	-	-
回購股份	Repurchase of shares	(2,402)	-	-	-
回購/發行股份之費用	Share repurchase/issue expenses	(9)	-	-	-
所獲之銀行新貸款	New bank loans obtained	-	57,973	-	-
償還借款	Repayment of borrowings	-	(65,044)	(5,853)	(828)
其他變動不涉及現金流動：	Other movements not involving cash flows:				
發行新股份作為獲得 證券投資的代價	Shares issued in consideration for the acquisition of investment securities	26,000	-	-	-
新訂之租購合約	Inception of hire purchase contracts	-	-	-	5,902
於二零零一年三月三十一日	At 31st March, 2001	528,842	103,562	-	5,171

財務報表附註(續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

34. 主要非現金交易

1. 於本年度本集團以租賃方式購入一總資本價值5,902,000港元之租賃合約(二零零零年：無)。
2. 於本年度本公司發行每股面值0.10元之2千萬新股，作價每股1.3港元用作認購一非上市投資證券。

35. 或然負債

34. MAJOR NON-CASH TRANSACTIONS

1. In the current year, the Group entered into hire purchase arrangements in respect of assets with a total capital value at inception of the leases of HK\$5,902,000 (2000: HK\$nil).
2. In the current year, the Company issued 20,000,000 new shares of HK\$0.10 each at a price of HK\$1.30 per share as a consideration for the acquisition of an unlisted investment security.

35. CONTINGENT LIABILITIES

88

		本集團 THE GROUP		本公司 THE COMPANY	
		2001 千港元 HK\$'000	2000 千港元 HK\$'000	2001 千港元 HK\$'000	2000 千港元 HK\$'000
有追索權之貼現票據 就有關授予附屬公司 之一般銀行融資而 向銀行作出之擔保	Bills discounted with recourse Guarantees given to banks in respect of general banking facilities granted to subsidiaries	22,182	14,822	-	-
		-	-	246,137	271,337
		22,182	14,822	246,137	271,337

於結算日，各附屬公司已動用之銀行融資為181,233,000港元(二零零零年：214,523,000港元)。

The subsidiaries had utilised HK\$181,233,000 (2000: HK\$214,523,000) of the banking facilities as at the balance sheet date.

財務報表附註 (續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

36. 退休福利計劃

36. RETIREMENT BENEFIT SCHEME

		本集團 THE GROUP	
		2001	2000
		千港元 HK\$'000	千港元 HK\$'000
迎合退休福利計劃本集團	Retirement benefit scheme		
按計劃規則所指定之	contributions to the Group's		
供款率向基金支付之	defined contribution schemes		
供款		3,512	4,131
減去：收回之供款	Less: Forfeited contributions	(2,194)	(559)
		1,318	3,572

本集團為所有合資格僱員設有界定供款額之退休福利計劃。該計劃所持之資產與本集團之資產分開並由本集團以基金形式交付受託人控制。

自二零零零年十二月一日起，本集團根據強制性公積金法例重組退休福利計劃，以符合強制性公積金計劃。本集團沿用之退休福利計劃已獲強積金規例豁免，員工可在二零零零年十二月一日強積金條例生效日後繼續供款於HSBC Provident Fund Trustee (Hong Kong) Limited。新員工必須加入強制公積金。法例定下的福利已由強制性公積金計劃提供。

The Group operates a defined contribution retirement scheme for all qualifying employees. The assets of the scheme are held separately from those of the Group in funds under the control of trustees.

In the light of the introduction of the Mandatory Provident Fund ("MPF") Scheme, the Group has restructured its retirement arrangements to comply with the MPF legislation. The Group has secured MPF exemption status for the retirement benefit scheme and participates in an approved MPF scheme with the HSBC Provident Fund Trustee (Hong Kong) Limited effective December 1, 2000 to provide scheme choice to existing employees. All new employees are required to participate in the MPF Scheme. Mandatory benefits are being provided under the MPF Scheme.

財務報表附註 (續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

36. 退休福利計劃 (續)

退休福利計劃支出指本集團按計劃規則所列明之比率付出之供款。倘有僱員於獲得全部供款前退出計劃，則可將本集團收回之供款與本集團與本集團應付之供款抵銷。於二零零零年及二零零一年三月三十一日止，並沒有收回之供款可作日後供款之抵銷。

36. RETIREMENT BENEFIT SCHEME (Continued)

The retirement benefit scheme charge represents contributions payable to the scheme by the Group at rates specified in the rules of the scheme. Where there are employees who leave the scheme prior to vesting fully in the contributions, the contributions payable by the Group are reduced by the amount of forfeited contributions. At 31st March, 2001 and 2000, there were no forfeited contributions available to reduce the contributions payable in future years.

37. 資本承擔

37. CAPITAL COMMITMENTS

90

		本集團 THE GROUP	
		2001 千港元 HK\$'000	2000 千港元 HK\$'000
關於已訂約但未計入 財務報表之資本支出：	Capital expenditure contracted for but not provided in the financial statements in respect of:		
購買物業、廠房及設備	Acquisition of property, plant and equipment	4,014	4,793
投資於非上市證券	Investment in unlisted securities	2,500	-
投資於一聯營公司	Investment in an associate	-	389
		6,514	5,182

本公司於二零零一年三月三十一日並無重大之資本承擔。

The Company had no significant capital commitments at 31st March, 2001.

財務報表附註 (續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

38. 其他承擔

38. OTHER COMMITMENTS

		本集團 THE GROUP	
		2001 千港元 HK\$'000	2000 千港元 HK\$'000
一年內之支出承擔如下： Commitments payable within one year in respect of licensing arrangements:			
一年內	Within one year	-	486
於第二至第五年內	In the second to fifth year inclusive	-	4,914
		-	5,400

於二零零一年三月三十一日本公司並無簽定任何重大之承擔協議。

The Company had no significant licensing commitments at 31st March, 2001.

39. 租約承擔

39. LEASE COMMITMENTS

於結算日，本集團就若干物業之不可註銷經營租約有若干承擔。該等承擔應於下年度內支付之部份如下：

At the balance sheet date, the Group had certain commitments under non-cancellable operating leases for premises. The portion of such commitments which is payable within the next year is as follows:

		2001 千港元 HK\$'000	2000 千港元 HK\$'000
於下列期間屆滿之經營租約： Operating leases which expire:			
一年內	Within one year	1,443	527
於第二至第五年內	In the second to fifth year inclusive	7,002	5,926
		8,445	6,453

本公司於二零零一年三月三十一日並無重大之經營租約承擔。

The Company had no significant operating lease commitments at 31st March, 2001.

財務報表附註(續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

40. 資產抵押

於結算日，本集團已將若干資產抵押作為本集團所獲一般銀行融資之擔保。作抵押的資產賬面價值如下：

40. PLEDGE OF ASSETS

At the balance sheet date, the Group has pledged certain assets as security for general banking facilities granted to the Group. The carrying value of the assets pledged is as follows:

		2001 千港元 HK\$'000	2000 千港元 HK\$'000
租約物業	Leasehold properties	117,157	168,791
應收票據	Bills receivables	-	2,474
		117,157	171,265

92

41. 結算日後事項

於二零零一年五月二十二日，本公司與權智PDA控股有限公司（「GSPDA」）和獨立第三者簽定購買股票協議（該「協議」）。遵照協議，該獨立第三者同意認購GSPDA 171,818股優先股，約佔GSPDA於結算日已發行之股本約19%及擴股後之16%，金額約為81,900,000港元。

41. POST BALANCE SHEET EVENT

On 22nd May, 2001, a share purchase agreement (the "Agreement") was entered into by the Company, Group Sense PDA Holdings Limited ("GSPDA") and independent third parties. Pursuant to the Agreement, the independent third parties agreed to subscribe a total of 171,818 preferred share of GSPDA, representing approximately 19% and 16%, respectively, of the entire issued share capital of GSPDA as at the balance sheet date and as enlarged by the issue thereof at an aggregate consideration of approximately HK\$81,900,000.

財務報表附註 (續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

42. 主要附屬公司及聯營公司資料

於二零零一年三月三十一日，本公司主要附屬公司之詳情如下：

42. PARTICULARS OF PRINCIPAL SUBSIDIARIES AND ASSOCIATES

Details of the Company's principal subsidiaries at 31st March, 2001 are as follows:

附屬公司名稱 Name of subsidiary	註冊成立地點 Place of incorporation/ registration	已發行及繳足 普通股股本/ 註冊資本 Issued and fully paid up ordinary share capital/ registered capital	本公司持有 已發行股本 面值百分比 Proportion of nominal value of issued capital held by the Company		主要業務 Principal activities
			直接 Directly %	間接 Indirectly %	
東莞長安權智電子廠 Dongguan Chang An Group Sense Electronics Factory	中華人民共和國 People's Republic of China	11,300,000港元 HK\$11,300,000	—	100	電子產品生產及買賣 Manufacture and trading of electronic products
Eropush Trading Limited	英屬處女群島 British Virgin Islands	1美元 US\$1	—	75	持有智識產權 Holding of the licenses of intellectual properties
Group Sense (China) Limited	英屬處女群島 British Virgin Islands	1美元 US\$1	100	—	投資控股 Investment holding
權智數碼動力有限公司 Group Sense Cyberspace Limited	薩摩亞 Western Samoa	100美元 US\$100	100	—	投資控股 Investment holding
Group Sense (Dongguan) Limited	英屬處女群島 British Virgin Islands	10美元 US\$10	—	100	持有物業 Property holding
Group Sense (Holding) Limited	英屬處女群島 British Virgin Islands	3,000美元 US\$3,000	100	—	投資控股 Investment holding

財務報表附註 (續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

42. 主要附屬公司及聯營公司資料 (續)

42. PARTICULARS OF PRINCIPAL SUBSIDIARIES AND ASSOCIATES (Continued)

附屬公司名稱 Name of subsidiary	註冊成立地點 Place of incorporation/ registration	已發行及繳足 普通股股本/ 註冊資本 Issued and fully paid up ordinary share capital/ registered capital	本公司持有 已發行股本 面值百分比 Proportion of nominal value of issued capital held by the Company		主要業務 Principal activities
			直接 Directly %	間接 Indirectly %	
Group Sense Investment Limited	英屬處女群島 British Virgin Islands	1美元 US\$1	100	—	投資控股 Investment holding
權智有限公司 Group Sense Limited	香港 Hong Kong	1,000港元* HK\$1,000*	—	100	電子產品設計及買賣 Design and trading of electronic products
權智製造有限公司 Group Sense Manufactory Company Limited	英屬處女群島 British Virgin Islands	1美元 US\$1	—	100	電子產品生產 Manufacture of electronic products
權智PDA控股有限公司 Group Sense PDA Holdings Limited	開曼群島 Cayman Islands	90,000美元 US\$90,000	75	—	投資控股 Investment holding
權智掌上電腦有限公司 Group Sense PDA Limited	香港 Hong Kong	100港元 HK\$100	—	75	個人數碼助理產品 設計及買賣 Design and trading of PDA products
Group Sense (S.E.A.) Limited	英屬處女群島 British Virgin Islands	1美元 US\$1	100	—	投資控股 Investment holding

財務報表附註 (續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

42. 主要附屬公司及聯營公司資料 (續)

42. PARTICULARS OF PRINCIPAL SUBSIDIARIES AND ASSOCIATES (Continued)

附屬公司名稱 Name of subsidiary	註冊成立地點 Place of incorporation/ registration	已發行及繳足 普通股股本/ 註冊資本 Issued and fully paid up ordinary share capital/ registered capital	本公司持有 已發行股本 面值百分比 Proportion of nominal value of issued capital held by the Company		主要業務 Principal activities
			直接 Directly %	間接 Indirectly %	
Group Sense Singapore Pte Limited	新加坡 Republic of Singapore	500,000新加坡元 S\$500,000	—	100	提供軟件顧問及 科研服務 Provision of software consultancy and research and development services
Group Sense Technology (Singapore) Pte Limited	新加坡 Republic of Singapore	1,000,000新加坡元 S\$1,000,000	—	75	提供科研服務 Provision of research and development services
GSL Research Technology Limited	英屬處女群島 British Virgin Islands	1美元 US\$1	—	100	持有及授出商標 Holding and licensing of trademarks
動量電子有限公司 Max Power Electronics Limited	香港 Hong Kong	1,000,000港元 HK\$1,000,000	—	60	電池及電子產品買賣 Trading of batteries and electronic products
動量(江門)電子廠有限公司 Max Power (Jiangmen) Electronics Factory Limited	中華人民共和國 People's Republic of China	3,000,000港元 HK\$3,000,000	—	60	電池及電子產品生產 Production of batteries and electronic products

財務報表附註 (續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

42. 主要附屬公司及聯營公司資料 (續)

42. PARTICULARS OF PRINCIPAL SUBSIDIARIES AND ASSOCIATES (Continued)

附屬公司名稱 Name of subsidiary	註冊成立地點 Place of incorporation/ registration	已發行及繳足 普通股股本/ 註冊資本 Issued and fully paid up ordinary share capital/ registered capital	本公司持有 已發行股本 面值百分比 Proportion of nominal value of issued capital held by the Company		主要業務 Principal activities
			直接 Directly %	間接 Indirectly %	
武藤商事有限公司 Muto Limited	香港 Hong Kong	2港元 HK\$2	—	100	持有物業 Property holding
Supreme Style Technology Limited	英屬處女群島 British Virgin Islands	100美元 US\$100	—	100	投資控股 Investment holding
Sushi Trading Limited	香港 Hong Kong	2港元 HK\$2	—	100	提供管理服務 Provision of administrative services
煌志有限公司 Top Promotor Limited	香港 Hong Kong	2港元 HK\$2	—	100	球隊管理 Managing a football team
勝皇投資有限公司 Ultimate Winner Investments Limited	香港 Hong Kong	100港元 HK\$100	—	100	投資控股 Investment holding

* 權智有限公司還有已發行每股面值1港元無投票權年息五厘遞延股份200,000股，由譚偉豪先生及譚偉棠先生平均持有。遞延股份並無附有獲派股息或接獲召開本公司任何股東大會之通告或出席任何股東大會或於大會上投票之權利，亦無權在清盤時參與任何分派。本集團已獲遞延股份持有人授予一項可以面值收購此等股份之認股權。

* Group Sense Limited also has in issue 200,000 non-voting 5% deferred shares of HK\$1 each, which are held equally by Tam Wai Ho, Samson and Tam Wai Tong, Thomas. The deferred shares practically carry no rights to dividends or to receive notice of or to attend or vote at any general meeting of the company or to participate in any distribution on winding up. The Group has been granted an option by the holders of the deferred shares to acquire these shares at a nominal amount.

財務報表附註 (續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

42. 主要附屬公司及聯營公司資料 (續)

除權智製造有限公司於中國經營外，所有其他附屬公司均於其註冊成立地點營業。

依董事局之意見，上述附屬公司為對本集團之資產或業績有重大影響之附屬公司。董事局認為詳細敘錄其他附屬公司，將會過份繁鎖。

於二零零一年三月三十一日，本集團主要之聯營公司之詳情如下：

42. PARTICULARS OF PRINCIPAL SUBSIDIARIES AND ASSOCIATES (Continued)

All of the subsidiaries operate in their place of incorporation or registration except for Group Sense Manufactory Company Limited, which operates in the PRC.

The above table lists the subsidiaries of the Group which, in the opinion of the directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

Details of the Company's principal associates at 31st March, 2001 are as follows:

聯營公司名稱 Name of associate	註冊成立地點 Place of registration	本公司間接持有已發行股本面值百分比 Proportion of nominal value of issued capital held indirectly by the Company	主要業務 Principal activities
深圳科智語言信息處理有限公司 Shenzhen Kezhi Language Information Processing Co. Ltd.	中華人民共和國 People's Republic of China	48%	設計與軟件開發 Design and development of software
郡智國際有限公司 GGI Technology Limited	英屬處女群島 British Virgin Islands	40%	生產高科技輕觸板 Manufacture of high-end touch screen panels
領高IT(控股)有限公司 Lango IT (Holdings) Limited	開曼群島 Cayman Islands	33%	設計、開發與銷售電子語言學習器 Design, development and sale of electronic language learning devices
穎源科技控股有限公司 Wisdom Technology Holdings Limited	薩摩亞 Western Samoa	20%	提供互聯網解決方案及設計與軟件開發 Provision of internet solutions and design and development of software

財務報表附註(續)

Notes to the Financial Statements (continued)

截至二零零一年三月三十一日止年度 For the year ended 31st March, 2001

43. 有關連人士交易

本集團於二零零零年向聯營公司銷售之金額約為5,000,000港元。於二零零零年三月三十一日，聯營公司欠本集團之欠款約為1,000,000港元。

本集團於年內向一有關連公司及一聯營公司之購買貨品，金額分別約為15,000,000港元(二零零零年：10,000,000港元)及15,000,000港元(二零零零年：15,000,000港元)。譚偉棠先生在此有關連公司佔有權益。

以上交易採用市場價格進行或，當沒有市場價格可作參考時，則以成本加上一特定百分比之利潤計價。

43. RELATED PARTY TRANSACTIONS

In 2000, the Group sold goods to associates amounting to approximately HK\$5 million. The amounts due from associates at 31st March, 2000 were approximately HK\$1 million.

During the year, the Group purchased goods from a related company and an associate amounting to approximately HK\$15 million (2000: HK\$10 million) and approximately HK\$15 million (2000: HK\$15 million) respectively. Mr. Tam Wai Tong, Thomas, has a beneficial interest in the related company.

The above transactions were carried out at market prices or, where no market price was available, at cost plus a percentage profit mark-up.